

Company No: 4134409

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

FLINTSTONE TECHNOLOGIES PLC

(Passed on the 24th day of August 2005)

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the offices of Collins Stewart Limited 88 Wood Street London EC2V 7QR the following Resolutions were passed of which Resolution 1 was passed as an ordinary resolution and of which Resolution 2 was passed as a special resolution of the Company:

ORDINARY RESOLUTION

1. THAT the waiver by the Panel on Takeovers and Mergers of the obligation which would otherwise arise on the members of the Concert Party (as such term is defined in the Admission Document dated 26th July 2005 (the "Admission Document")), both individually and collectively, to make a general cash offer for the whole of the Company's issued share capital pursuant to Rule 9 of the City Code on Takeovers and Mergers as a result of the Concert Party being issued with new ordinary shares, loan notes, warrants and options in the Company pursuant to the Acquisition (as defined in the aforesaid Admission Document) representing a maximum of approximately 81.89 per cent of the enlarged share capital on Admission (as defined in the Document), be and is hereby approved.

SPECIAL RESOLUTION

2. THAT (subject to and conditional on The London Stock Exchange agreeing unconditionally to the admission of the Acquisition Shares and Placing Shares and



the re-admission of the Existing Ordinary Shares (as such term is defined in the aforesaid Admission Document) to trading on AIM):

- (a) the authorised share capital of the Company be increased from £5,000,000 to £25,000,000 by the creation of 400,000,000 Ordinary Shares of 5 pence each in the capital of the Company ("Ordinary Shares") such shares to rank *pari passu* with the existing issued and unissued ordinary shares in the capital of the Company
- (b) in substitution for any existing authority the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allow relevant securities (within the meaning of Section 80(2) of the Act) up to a nominal amount of £23,419,261.30 for a period expiring at the conclusion of the annual general meeting of the Company to be held in 2010 (or if earlier upon the fifth anniversary of the passing of this Resolution); PROVIDED THAT the Company may make pursuant to this authority offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreements as if the authority conferred hereby had not expired
- (c) the Directors be empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) pursuant to the authority conferred by paragraph (b) of this Resolution as if Section 89(1) of the Act did not apply to such allotment PROVIDED THAT this power shall be limited to:
 - (i) the allotment of up to 146,330,999 Ordinary Shares in connection with the Acquisition (as such term is defined in the Admission Document) ("the Acquisition")
 - (ii) the allotment of up to 14,285,714 Ordinary Shares in connection with the proposed Placing (as such term is defined in the Admission Document) ("the Placing")
 - (iii) the allotment of up to 75 million Ordinary Shares at a price of 14 pence per Ordinary Share in connection with the conversion of the Loan Notes (as such term is defined in the Admission Document) ("the Loan Notes")


- (iv) the allotment of up to 28,125,000 Ordinary Shares at a price of 14 pence per Ordinary Share in connection with the exercise of Series 1 Warrants (as defined in the Admission Document)
- (v) the allotment of up to 28,125,000 Ordinary Shares at a price of 28 pence per Ordinary Share in connection with the exercise of Series 2 Warrants (as defined in the Admission Document)
- (vi) the allotment of up to 28,125,000 Ordinary Shares at a price of 42 pence per Ordinary Share in connection with the exercise of Series 3 Warrants (as defined in the Admission Document)
- (vii) the allotment of up to 28,125,000 Ordinary Shares at a price of 56 pence per Ordinary Share in connection with the exercise of Series 4 Warrants (as defined in the Admission Document)
- (viii) the allotment of 1,428,571 Ordinary Shares to Collins Stewart at a price of 14 pence per Ordinary Share
- (ix) the grant of options over Ordinary Shares representing up to 5 per cent of the issued share capital of the Company from time to time pursuant to the Share Option Scheme (as such term is defined in the Admission Document) and the issue of shares pursuant to the exercise of such options
- (x) the allotment (other than pursuant to paragraphs (i) to (ix) above) of equity securities up to a maximum aggregate nominal amount of £1,166,881.40 (being approximately 10 per cent of the issued ordinary share capital of the Company immediately following the Acquisition and Placing)

PROVIDED THAT in each case this power shall expire at the conclusion of the annual general meeting of the Company to be held in 2010 (or, if earlier, upon the fifth anniversary of this Resolution)

Save that the Company may make offers or agreements which would or might require equity securities to be allotted after such expiry and that the Directors may allot equity securities in pursuance of such offers or agreements as if the power

conferred hereby had not expired and that this power shall be in substitution for all powers previously conferred upon the Board pursuant to Section 95 of the Act

- (d) the acquisition by the Company of the entire issued share capital of IMH pursuant to an acquisition agreement dated 26 July 2005 and made between (1) Falco Pesactore BV, (2) Flintstone Technologies Plc (3) InnoCleaning Concepts Holding BV and (4) MINT Investment BV and the acquisition by the Company of the entire issued share capital of OspreyDeepClean Limited pursuant to an acquisition agreement dated 26 July 2005 and made between (1) Robby (UK) Limited, (2) Flintstone Technologies Plc and (3) InnoCleaning Concepts Holding BV, particulars of each of which are set out in the Admission Document, be and is hereby approved and that the directors of the Company be and are hereby authorised to take all steps necessary to effect such acquisitions with such minor modifications, variations, amendments or revisions and to do or procure to be done such other things in connection with such acquisition as they consider to be in the best interests of the Company
- (e) the name of the Company to be changed to Proventec Plc

A handwritten signature in black ink, appearing to be 'M. D. H.', written over a dotted line.

Chairman