

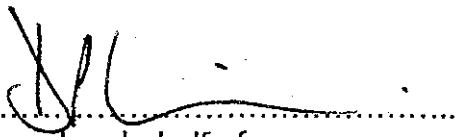
No.: 4384976

*Cert. from a true copy
- K. Cook
Company Secretary*

Drivemetro Limited

Pursuant to Regulation 4.3.1 of the company's Articles of Association we the undersigned, being the sole member of the company who at the date of this resolution is entitled to attend and vote at a general meeting of the company, hereby resolves the following ordinary resolutions:

1. That the authorised share capital of the company be increased from £1,000 to £5,000,000 by the creation of 4,999,000 ordinary shares of £1 each, such shares being identical to, and ranking pari passu with, the existing ordinary shares of £1 each in the capital of the company.
2. THAT the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the 'Act') to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £5,000,000. This authority shall expire on 17 March 2003 save that the Company may before such expiry make an offer or agreement 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 agreement as if the authority conferred hereby had not expired. The authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 to the extent not utilised at the date this resolution is passed.


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For and on behalf of
Chelsfield (UK) plc

18 March 2002

