

Company No. 4703210

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CERTIFIED TRUE COPY  
CLIFFORD CHANCE  
LIMITED LIABILITY PARTNERSHIP  
200 ALDERSGATE STREET  
LONDON EC1A 4JJ

THE COMPANIES ACTS 1985 AND 1989

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PUBLIC LIMITED COMPANY

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**ORDINARY RESOLUTION**

of

**WATCHPARK PLC**

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on 1 April 2003 the following resolution was passed as an ordinary resolution.

**ORDINARY RESOLUTION**

THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £49,998 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 1 May 2003 but the Company may make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.

  
CHAIRMAN

