

Company Number 5102643

SPECIAL RESOLUTIONS

of

THE THAMES GATEWAY FORUM LIMITED
(the "Company")

Company limited by shares incorporated
under the Companies Acts 1985 to 1989

Passed on 30 March 2005 under section 381A of the Companies Act 1985

We, the undersigned, being all the members of the Company who, at the date of these Special Resolutions would be entitled to attend and vote at a general meeting of the Company, hereby pass the following resolutions as Special Resolutions and agree that such Special Resolutions shall for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTIONS

1. **THAT** the authorised share capital of the Company be and is hereby increased from £100 to £1,000,000 by the creation of 999,900 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.
2. **THAT** the articles of association of the Company be and they are hereby amended by the deletion of existing article number 11 and the substitution therefor of the following new article 11:

"11. (a) Any person (the "Proposing Transferor") proposing to transfer any shares shall give notice in writing (a "Transfer Notice") to the Company that he wishes to transfer the same and specifying the price per share which in his opinion constitutes the fair value thereof. The Transfer Notice shall constitute the Company the agent of the Proposing Transferor for the sale of all (but not some of) the shares comprised in the Transfer Notice to any member or members willing to purchase the same (the "Purchasing Member") at the price specified therein or at the fair value determined in accordance with paragraph (c) below. A Transfer Notice shall not be revocable except with the agreement of the Directors.



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- (b) The shares comprised in a Transfer Notice shall be offered to the members (other than the Proposing Transferor) as nearly as may be in proportion to the number of shares held by them respectively. Such offer shall be made by notice in writing (the "Offer Notice") within seven days after the receipt by the Company of the Transfer Notice. The Offer Notice shall state the price per share specified in the Transfer Notice and shall limit the time in which the offer may be accepted, not being less than twenty-one days nor more than forty-two days after the date of the Offer Notice, provided that if a statement of fair value is requested under paragraph (c) below the offer shall remain open for acceptance for a period of fourteen days after the date on which notice of the fair value shall have been given by the Company to the members. For the purpose of this Article an offer shall be deemed to be accepted on the day on which written acceptance is received by the Company. The Offer Notice shall further invite each member to state in his reply the number of additional shares (if any) in excess of his proportion which he desires to purchase and if all the members do not accept the offer in respect of their respective proportions in full the shares not so accepted shall be used to satisfy the claims for additional shares as nearly as may be in proportion to the number of shares already held by them respectively, provided that no member shall be obliged to take more shares than he shall have applied for. If any shares shall not be capable without fractions of being offered to the members in proportion to their existing holdings, the same shall be offered to the members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors may think fit.
- (c) Any Purchasing Member may, not later than eight days after the date of the Offer Notice, serve on the Company a notice in writing requesting that the auditor for the time being of the Company, or if no auditor has been appointed, the financial advisers of the Company (or at the discretion of the auditor or financial advisers (as the context requires) a person nominated by the President for the time being of the Institute of Chartered Accountants in England and Wales) determines the sum which in his opinion represents the fair value of the shares comprised in the Transfer Notice as at the date of the Transfer Notice and for the purpose of this Article reference to the auditor or financial advisers shall include any person so nominated. Upon receipt of such notice the Company shall instruct the auditor or financial advisers (as the context requires) to determine the fair value. The costs and expenses of the auditor or financial advisers shall be borne by the Proposing Transferor and the Purchasing Member(s) making the request for determination in such proportion(s) as he/they shall direct save that (i) if the price per share specified in the Transfer Notice is 20% or more higher than the fair value per share as determined by the auditor/financial advisers then the costs and expenses shall be borne wholly by the Proposing Transferor and (ii) if the price per share specified in the Transfer Notice is 20% or more below the fair value per share as determined by the auditor/financial advisers then the costs and expenses shall be borne by the Purchasing Member or Purchasing members (in equal amounts) making the request for determination. In determining the fair value

the auditor/financial advisers shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the written determination of the fair value, the Company shall by notice in writing inform all members of the fair value of each share at which the shares comprised in the Transfer Notice are offered for sale. For the purpose of this Article the fair value of each share comprised in the Transfer Notice shall be its value as a rateable proportion of the total value of all the issued shares of the Company and shall not be discounted or enhanced by reference to the number of shares referred to in the Transfer Notice.

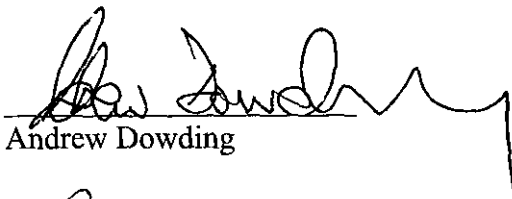
- (d) If a Purchasing Member or Purchasing Members shall be found for all the shares comprised in the Transfer Notice within the appropriate period specified in paragraph (b) above, the Company shall not later than seven days after the expiry of such period give notice in writing (a "Sale Notice") to the Proposing Transferor specifying the Purchasing Member and the Proposing Transferor shall be bound upon payment of the price due in respect of all the shares comprised in the Transfer Notice to transfer the shares to the Purchasing Member.
- (e) If in any case the Proposing Transferor after having become bound to transfer the shares makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the Purchasing Member. The receipt of the Company for the purchase money shall be a good discharge to the Purchasing Member. The Company shall pay the purchase money into a separate bank account.
- (f) If the Company does not give a Sale Notice to the Proposing Transferor within the time specified in paragraph (d) above, the Proposing Transferor shall, during the period of thirty days next following the expiry of the time so specified, be at liberty to transfer all (but not some only) the shares comprised in the Transfer Notice to any person or persons but at a price per share not being less than the price specified in the Transfer Notice, or, as the case requires, at the fair value per share as determined, subject to the provisions of Article 9 of these Articles.
- (g) In the application of paragraphs 29 to 31 (inclusive) in Table A:
 - (i) any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall give a Transfer Notice before he elects in respect of any share to be registered himself or to execute a transfer;
 - (ii) if a person so becoming entitled shall not have given a Transfer Notice in respect of any share within three months of the death or bankruptcy of the member, the Directors may at any time thereafter upon resolution passed by them give notice requiring such person within thirty days of such notice to give a Transfer Notice in respect of all the

shares to which he has so become entitled and for which he has not previously given a Transfer Notice and if he does not do so he shall at the end of such thirty days be deemed to have given a Transfer Notice pursuant to paragraph (a) of this Article relating to those shares in respect of which he has still not done so;

- (iii) where a Transfer Notice is given or deemed to be given under this paragraph (g) and no price per share is specified therein the Transfer Notice shall be deemed to specify the sum which shall, on the application of the Directors, be determined by the auditors in accordance with paragraph (c) of this Article as the fair value thereof."

3. THAT:

- (1) the directors be and they are hereby 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 that section) up to an aggregate nominal amount of £999,900 and this authority shall continue for an indefinite period the Company having elected by an elective resolution passed immediately prior to the passing of this resolution in accordance with section 379A of the Act that the provisions of section 80A of the Act shall apply in the place of the provisions of section 80(4) and (5) of the Act; and
- (2) the directors be and they are hereby empowered pursuant to section 95 of the Act 1985 to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) pursuant to the authority conferred by paragraph (1) above as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £999,900.


Andrew Dowding


Geoff Ross