

Company number: 5527865

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

GENPRIDE LIMITED

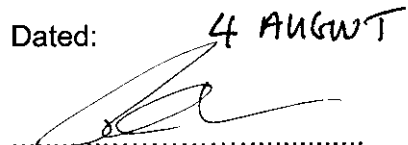
We, the undersigned, being the only members of the company who, at the date of these resolutions would be entitled to attend and vote at general meetings of the company HEREBY PASS the following resolutions as ordinary resolutions and agree that these resolutions shall, for all purposes be as valid and effective as if they had been passed by us all at a general meeting of the company duly convened and held.

ORDINARY RESOLUTIONS

- 1 That subject to, conditional upon and with effect from the date that the Company issues 1,648,352 new ordinary shares of 0.3p each at a price of 91p per share (or such lesser number of shares as may agreed by the Directors) pursuant to the offer for subscription to be made following the passing of this resolution:
 - (a) the sum of £217,307 being part of the share premium account be capitalised and appropriated as capital to the holders of the ordinary shares of 0.3p each in the capital of the Company in paying up 33 ordinary shares of 0.3p each in the capital of the Company for each ordinary share of 0.3p held by such shareholder; and
 - (b) the directors be and are hereby authorised pursuant to section 80 of the Companies Act 1985 (the "Act") without any way limiting the application of any previous authorities to exercise all powers of the company to issue ordinary shares of 0.3p each in the capital of the Company pursuant to paragraph 1 above PROVIDED THAT this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date which is five years after the date of passing this resolution, 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.
- 2 That subject to, conditional upon and with effect from the issue of shares to shareholders pursuant to resolution number 1 above every 10 ordinary shares of 0.3p (issued and unissued) be consolidated into and redesignated as 1 ordinary share of 3p.



Dated: 4 AUGUST 2005


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RICHARD IAN HUGHES