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Terrace Hill Group PLC

Company Number SC149799

SPECIAL RESOLUTIONS

At an Extraordinary General Meeting of the members of Terrace Hill Group PLC duly convened and held at 144 West George Street, Glasgow, G2 2HG on Friday, 27 February 2004 the following resolutions were duly passed as Special Resolutions namely:-

That the Articles of Association of the Company be amended by deleting Article 5.2 and by substituting the following as new Article 5.2:-

"The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, subject always to the provision of these Articles and provided that no shares shall be issued at a discount, at any time or times during the period of five years from the date of amending the Articles by incorporating this Article to allot relevant securities (as defined in Section 80(2) of the Act) to such persons, on such terms, and in such manner as they think fit provided that the aggregate nominal value of relevant securities allotted pursuant to this authority shall not exceed the aggregate nominal amount of the unissued Ordinary Shares in the capital of the Company from time to time while this authority is in force, presently comprising 96,024,593 Ordinary Shares of 2p each".

That the Articles of Association of the Company be amended by deleting Article 5.3 and by substituting the following as new Article 5.3:-

"The Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) wholly for cash pursuant to and within the terms of the authority referred to in Article 5.2 as if Sub-section (1) of Section 89 of the Act did not apply to any such allotment at any time or times during the period of five years from the date of amending the Articles by incorporating this Article".



Chairman



