

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

POCKET WATCH PROJECTS LIMITED (the "Company")

(Registered in Scotland under company number SC209623)

dated 18 October 2001

At an Extraordinary General Meeting of the Company held on 18 October 2001 the following resolutions were passed in the case of Resolution 1 as an Ordinary Resolution and in the case of Resolution as a Special Resolution.

ORDINARY RESOLUTION

Resolution 1

"THAT the Directors be and are hereby authorised generally and unconditionally to exercise all of the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) subject always to the provisions of the Articles of Association of the Company provided that:

- (a) the maximum nominal amount of relevant securities to be allotted in pursuance of such authority shall be £10.19 including the allotment of up to 519 Ordinary Shares of £0.01 each in connection with the exercise of options and up to 500 Ordinary Shares of £0.01 in connection with the proposed offer to shareholders at £400 per Ordinary Share; and
- (b) this authority shall expire, unless sooner revoked or varied by the Company in general meeting five years after the passing of 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 power conferred hereby had not expired.

