

REACTEC LIMITED
REGISTERED NUMBER: SC221428
THE COMPANIES ACTS 1985 AND 1989
WRITTEN RECORD OF
MEMBERS' WRITTEN RESOLUTIONS
DATED: 08/03/2004

On the 8th day of March 2004, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as either Ordinary or Special Resolutions) were duly passed by all the members of the Company entitled to attend and vote at a general meeting of the Company pursuant to section 381A, Companies Act 1985 (as amended): -

ORDINARY RESOLUTION


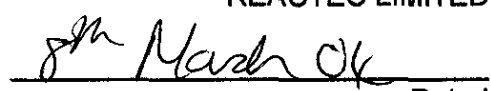
- a. That pursuant to Section 80 of the Companies Act 1985 the Directors of the Company be generally and unconditionally authorised to issue and allot 1,733 Ordinary shares (of £0.01 each) of the Company to such persons, at such times and on such conditions as the Directors may determine during the period of six months from the date this authority is given.

SPECIAL RESOLUTIONS

- b. That all rights of pre-emption whether in terms of the Articles of Association of the Company or the Act or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to the immediately preceding resolution.
- c. That the Articles of Association of the Company be amended as follows:
- (i) The definition of "Founders" shall no longer include "Mr Watson"; and
- (ii) the provision of Article 13.2 shall be replaced with the following:

"The provisions of Articles 13.1 and 13.4 shall not apply to the Investor or Mr Watson unless either the Investor or Mr Watson triggers a Default Circumstance in which case Article 13.1 shall apply with the Deemed Transfer Notice Date being the date upon which the Default Circumstance occurred."




AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
REACTEC LIMITED

Dated