

Company Number:- 2341632

The Companies Act 1985

Company Limited by Shares

Special Resolution

of

ACTIVAIR PUBLIC LIMITED COMPANY ("the Company")

Passed on 12 October 2005

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date the following resolution was duly passed as a SPECIAL RESOLUTION of the Company:

SPECIAL RESOLUTION

That the Company be and is hereby authorised, pursuant to Part V of the Companies Act 1985 and the Company's Articles of Association, to purchase its own shares in accordance with a proposed contract in the form attached to the resolution and initialled by the signatories for the purpose of identification to be made between Mr H Evans and the Company and Mr C Thompson and the Company in respect of the sale to and the purchase by the Company of 11,500 Non-participating redeemable preference shares of £1 each in the capital of the Company, represented as 5,750 from Mr H Evans and 5,750 from Mr C Thompson, for the sum of £11,500 to be paid out of the distributable profits of the Company (to be determined in accordance with Part VIII of the Companies Act 1985), which contracts are hereby approved and that any one director for the time being is hereby authorised to enter into the contracts on behalf of the Company and fulfil all obligations of the Company there under.

Chairman

