

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMBERS' UNANIMOUS WRITTEN RESOLUTIONS

of

MAN BYTES DOG LIMITED

("the Company")

(Passed on 17 February 2005)

In accordance with Regulation 53 of Table A (as defined in, and incorporated (subject to modification) by reference into, the Company's articles of association), we, the undersigned, being all of the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, hereby unanimously resolve by way of ordinary resolution for Resolution 1 and special resolution for Resolution 2:

- 1 That the directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Act to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum aggregate nominal amount of £21.66 being the whole of the authorised but unissued share capital of the Company as at the date of this Resolution, such authority to expire on the first anniversary of the date of passing of this Resolution, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities pursuant to such an offer or agreement as if the authority had not expired.
- 2 That subject to and conditional on the passing of the Resolution number 1, the directors be empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the authority conferred by Resolution number 1 as if section 89(1) of the Act and article 6.1 of the articles of association of the Company did not apply to any such allotment, such authority to expire on the first anniversary of the date of passing of this Resolution, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant equity securities to be allotted after the expiry of such period and the directors



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Philip Moss

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Warren Carley

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Jonathan Morris

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Anthony Young

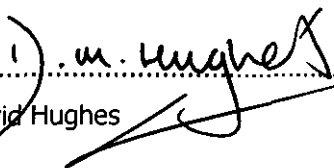
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Mike Bamford

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Duncan McEwan

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Peter Cook

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Anthony Sanders

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David Hughes

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Heather Corrie

Dated 17 February 2005

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