

A PUBLIC COMPANY LIMITED BY SHARES

## GAIA TECHNOLOGIES PLC

PURSUANT TO REGULATION 53 OF TABLE A IN THE SCHEDULE TO THE COMPANIES (TABLES A TO F) REGULATIONS 1985 AS AMENDED BY THE COMPANIES (TABLES A TO F) (AMENDMENT) REGULATION 1985, WE, THE UNDERSIGNED, BEING ALL THE MEMBERS OF THE ABOVE COMPANY FOR THE TIME BEING ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS, HEREBY UNANIMOUSLY PASS THE FOLLOWING RESOLUTION AND AGREE THAT THE SAID RESOLUTION SHALL FOR ALL PURPOSES BE AS VALID AND EFFECTIVE AS IF THE SAME HAD BEEN PASSED AT A GENERAL MEETING OF THE COMPANY DULY CONVENED AND HELD.

### ORDINARY RESOLUTION: DECLARATION OF BONUS ISSUE

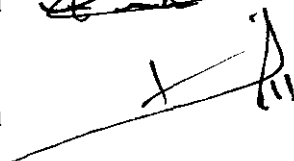
That upon the recommendation of the directors, it is desirable to capitalise the sum of £75,000 (being part of the amount standing to the credit of the Company's revenue reserves) and that such sum be capitalised and accordingly the directors be authorised and directed to appropriate the said sum to the holders of the ordinary shares in the capital of the Company registered at the close of business on 24 September 2002 and that to apply such sum in paying up in full at par on behalf of such holders 1,500,000 ordinary shares of 5p each (ranking pari passu in all respects with the existing issued ordinary shares of the Company) and that such shares be allotted and distributed credited as fully paid to and among the said holders in the proportion of 1 of the said ordinary shares for every 2 ordinary shares then held and so that the directors shall have full power to do such acts and things required to give effect to the said capitalisation, allotment and distribution.

Dated the 25<sup>th</sup> day of September 2002

Anas Abdulmawla



Ayad Abdulmawla



Katerina Patouchea



Being all the Members for the time being entitled to receive notice of and attend and vote at the Meetings of the Company.

