
THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

PARITY LIMITED
(registered number 1146236)

WRITTEN RESOLUTIONS



In accordance with Article 84 of the Company's articles of association, we, the undersigned, being the sole member of the Company entitled for the time being to attend and vote at general meetings of the Company hereby resolve that the following resolutions be passed as written resolutions having effect as special resolutions of the Company and agree that the said resolutions shall for all purposes be as valid and effectual as if the same had been passed at a general meeting of the Company duly convened and held:

- 1 **THAT**, pursuant to articles 128 and 133 of the articles of association, and in accordance with the recommendation of the directors of the Company, a dividend in specie of the right to a receivable of value £1,831,190 owed to the Company by Plerion Limited and a receivable of value £7,569,342 owed to the Company by Parity Group Plc be and is hereby declared to the shareholder of the Company whose name appears in the register of members of the Company at the date of this resolution.
- 2 **THAT**, pursuant to article 137 of the articles of association, the sum of £5,132,000 standing to the credit of the special reserve of the Company be and hereby is capitalised and that such sum be appropriated to the members of the Company who would have been entitled to them if they were distributed by way of dividend and in the same proportions and applied on their behalf in paying up in full unissued shares of the Company of an aggregate nominal amount of £5,132,000 and that the directors of the Company be authorised to effect such capitalisation, appropriation and application and to allot the shares credited as fully paid to such members.
- 3 **THAT** the authorised share capital of the Company be and hereby is increased from £3,400,000 divided into 68,000,000 ordinary shares of £0.05 each to £52,657,907 divided into 170,640,000 ordinary shares of £0.05 each and 44,125,907 8.8% fixed rate redeemable preference shares of £1 each (the "**Preference Shares**") by the creation of 102,640,000 ordinary shares of £0.05 each and 44,125,907 Preference Shares with the rights and subject to the restrictions set out in the Company's articles of association as amended by Resolution 6 below.

- 4 **THAT**, subject to the passing of Resolution 1 above, the directors of the Company be and hereby are generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "**Act**"), to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £50,148,051.70 provided that this authority shall expire 5 years from the date 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 of the Company may allot the relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
- 5 **THAT** the directors be granted power pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) wholly for cash pursuant to the authority conferred on them by resolution 3 as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £50,148,051.70 and shall expire not more than 5 years from the date of the passing of this resolution unless previously varied, revoked or renewed by the Company in general meeting provided that the Company may, before such expiry, make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if the power hereby conferred had not expired.
- 6 **THAT** the articles of association of the Company be and hereby are amended by the deletion of article 3 and the substitution therefor of a new article 3 as follows:

"(A) The share capital of the Company is £52,657,907 divided into:

- (a) 170,640,000 ordinary shares of £0.05 each, and
- (b) 44,125,907 fixed rate redeemable preference shares of £1 each (the "**Preference Shares**").

(B) The rights and restrictions attaching to the Preference Shares are as follows:

Income

The Preference Shares shall confer upon the holders thereof as a separate class the right, in priority to any payment by way of dividend to the holders of any other class of shares of the Company, to receive out of profits available for distribution and from time to time resolved to be distributed a fixed cumulative preferential dividend (the "**Fixed Dividend**").

The Fixed Dividend shall in respect of each Preference Share from time to time in issue be at the annual rate of 8.8% of the amount paid up, or any amount which falls to be treated as being paid up, on each such Preference Share (exclusive of any imputed tax credit available to shareholders).

The Fixed Dividend is payable quarterly in arrears in four equal instalments on 31 March, 30 June, 30 September and 31 December (or in each case, if not a business day, on the preceding business day) in respect of the three months ending on these

dates (except that the first Fixed Dividend is payable on 30 June 2002 in respect of the period starting on the day after the date of first allotment of the Preference Shares and ending on that date).

Subject to Part VIII of the Act, the Fixed Dividend shall either, at the option of the directors of the Company, be paid in cash (exclusive of any imputed tax credit available to shareholders), or otherwise and without any resolution of the directors of the Company accrue from day to day and on each Fixed Dividend Payment date shall become a debt due from the Company to the holders of the Preference Shares pro rata according to the number of Preference Shares held by each such shareholder, as the case may be, with such debt remaining outstanding until such time as the Preference Shares to which the debt relates are redeemed in accordance with the provisions of these articles whereupon such debt shall be duly discharged.

The Preference Shares shall carry no further rights to participate in the profits of the Company.

Capital

On a return of capital on a winding-up or capital reduction or otherwise, the holders of the Preference Shares shall be entitled, in priority to any payment to the holders of any other class of shares of the Company, to the repayment of a sum equal to the nominal amount paid up or credited as paid up on the Preference Shares held by them respectively, together with a sum equal to all arrears or accruals (if any) of the Fixed Dividend irrespective of whether or not such dividend has been declared or earned or become due and payable, to be calculated down to and including the date of commencement of the winding-up (in the case of a winding-up) or the return of capital (in any other case). The holders of the Preference Shares shall not be entitled to any further right of participation in the assets of the Company.

General meeting

The holders of the Preference Shares shall, by virtue of and in respect of their holdings of Preference Shares, have the right to receive notice of, attend, speak and vote at a general meeting of the Company only if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the holders of the Preference Shares (in which case they shall only be entitled to vote on such resolution). Except in the circumstances set out above, the holders of the Preference Shares shall not have the right to receive notice of, attend, speak or vote at any general meeting of the Company.

Voting

Whenever the holders of the Preference Shares are entitled to vote on a resolution at a general meeting of the Company, on a show of hands, every such holder who is present in person or (being a corporation) by a representative shall have one vote and, on a poll, every such holder who is present in person or by proxy shall have one vote in respect of each fully-paid Preference Share registered in the name of such holder.

Redemption

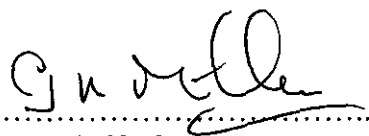
- (i) The Company shall have the right (subject to compliance in all respects with the requirements of the Act) to redeem on any date all of the Preference Shares for the time being issued and outstanding by giving to the holders of the Preference Shares to be redeemed notice in writing that such redemption is to be effected on the date specified in such notice. The Preference Shares must be redeemed, in any event, not later than the fifth anniversary of the date of their issue. Any notice given under this paragraph shall state the date on which redemption is to take place, the number of Preference Shares held by the relevant holder to be redeemed, the sum payable by the Company on such redemption and the place of delivery to the Company of the certificate(s) relating to the Preference Shares. On the relevant date for redemption the Company shall be entitled and bound to redeem the Preference Shares in respect of which notice has been given and the relevant holders of such Preference Shares shall be bound to deliver to the Company (at the place named in the notice) for cancellation the certificate(s) for its holding of the Preference Shares to be redeemed (or, in default, an indemnity satisfactory to the Company), together with a receipt for the amount of the monies payable on redemption to which it is entitled, duly signed by such holder. On delivery by any holder of its certificate(s) (or an indemnity) and the said receipt, the Company shall pay to such holder or as it may direct the amount of monies payable on redemption to which it is entitled. The receipt of the holder for the time being of any Preference Share for monies paid on redemption shall constitute an absolute discharge to the Company in respect thereof.
- (ii) There shall be paid on each Preference Share redeemed pursuant to paragraph (i) above a sum equal to the amount paid or credited as paid up thereon together with any accrued but unpaid Fixed Dividends thereon to be calculated down to but excluding the date on which redemption is to take place. As from the date on which redemption is to take place the Fixed Dividend shall cease to accrue on the Preference Shares to be redeemed and the holders of the Preference Shares to be redeemed shall cease to have any further rights with respect thereto unless on the presentation of the certificate(s) (or indemnity) relating thereto and the required receipt the Company fails to make payment of the money due on redemption in which case the Fixed Dividend shall be continued and shall continue to accrue from such date on which redemption should have taken place to the date of actual payment and all other rights shall remain in full force and effect until such actual payment date.

Transfer

Notwithstanding any other provisions of these articles, the Preference Shares may only be transferred with the consent of the directors. It shall be a pre-condition of the registration of any transfer of any of the Preference Shares to which the directors shall consent that there shall be delivered with the relevant form of transfer a deed executed by the transferee in such form as the directors may reasonably require confirming that the transferee will comply in all respects with any covenants given

by the transferor to the Company in connection with the issue or previous transfer of any Preference Shares and containing warranties in the form given by the transferor to the Company in connection with the issue or previous transfer of any Preference Shares."

Dated: 28 March 2002


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for and on behalf of
Parity Group plc