

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**

of

**BODEN GROUP HOLDINGS LIMITED**

**Passed**

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At an Extraordinary General Meeting of the above-named Company, duly convened and held on 31 July 2002, the following Resolutions were duly passed:

**ORDINARY RESOLUTIONS**

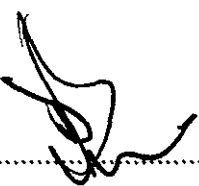
**THAT:**

- 1 the authorised share capital of the Company be and it is hereby increased from £2,000 to £100,000 by the creation of 490,000 ordinary shares of £0.20p each;
- 2 the directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 Companies Act 1985 ("Act") to exercise for a period of five years from (and including) the date of the passing of this resolution all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £99,588.40 and to make offers or agreements of the kind referred to in Sub-section (7) of the said Section 80, and for the purposes of this resolution words and expressions defined in or for the purposes of the Act shall bear the same meaning herein;
- 3 upon the recommendation of the directors it is desirable to capitalise the sum of £99,588.40, being part of the amount standing to the credit of the Company's share premium account and accordingly that such sum be appropriated to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions as they currently hold their shares in the Company and be applied on their behalf in paying up in full 497,942 unissued ordinary shares of £0.20p each in the capital of the Company to be allotted credited as fully paid to those members as follows:



Name of allottee	Current Shareholding	Number of ordinary shares allotted	Final Shareholding
D R Bould	981	237,357	238,338
B V Bould	853	206,387	207,240
N D Bould	212	51,294	51,506
N Wiles	6	1,452	1,458
N Bould	6	1,452	1,458

and so that such shares shall rank for all purposes pari passu with the existing issued ordinary shares of £0.20p each in the capital of the Company;



Chairman of the Meeting