

THE COMPANIES ACTS 1985 AND 1989

PRINT OF RESOLUTIONS

OF

CONSULTIAM LIMITED ("Company")

At an extraordinary general meeting of the Company held at DLA, 3 Noble Street, London EC2V 7EE on 8 August 2002 at 4.30 p.m. the following resolutions of which resolutions 1 and 2 were proposed as ordinary resolutions and resolutions 3 and 4 were proposed as special resolutions were passed.

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be increased from £150,000 to £200,000 by the creation of 5,000,000 shares of £0.01 each to rank pari passu in all respects with the then existing ordinary shares.
2. **THAT** in substitution for any authority already conferred upon the directors of the Company, save to the extent already exercised, the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 ("Act") to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of that section) up to an aggregate nominal amount of £120,066.99, provided that this authority shall expire on the fifth anniversary of the passing of this resolution and that the directors of the Company be entitled under the authority conferred by section 80(7) of the Act and this resolution to make at any time prior to the expiry of such authority any offer or agreement which would or might require to be allotted after the expiry of such authority and that all previous authorisations given by the Company in general meeting or otherwise pursuant to section 80 of the Act be and they are hereby revoked.

SPECIAL RESOLUTIONS

3. **THAT** subject to the passing of resolution 2 above and in addition to any authority conferred upon the directors pursuant to resolution 4, 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) pursuant to the authority described in paragraph 2 above as if section 89(1) of the Act and clause 3(iii) of the articles of association of the Company did not apply to such allotment provided that such an authority shall be limited to allotments of equity securities:

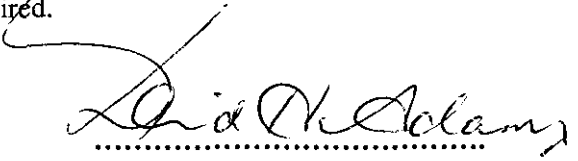
- 3.1 in connection with a rights issue or other pre-emptive issue; and
- 3.2 pursuant to the Commitments (as defined in the Circular);

PROVIDED THAT such power shall expire five years from the date of the passing of the resolution, save that the Company may make an offer or agreement prior to the expiry of the authority granted by this resolution which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities pursuant to that offer or agreement as if the authority had not expired.



4. **THAT** subject to the passing of resolution 2 above and in addition to any authority conferred upon the directors pursuant to resolution 3, 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) pursuant to the authority described in paragraph 2 above as if section 89(1) of the Act and clause 3(iii) of the articles of association of the Company did not apply to the allotment provided that such an authority shall be limited to allotments of equity securities up to an aggregate nominal amount value of £111,794.45;

PROVIDED THAT such power shall expire five years from the date of passing of this resolution, save that the Company may make an offer or agreement prior to the expiry of the authority granted by this resolution which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities pursuant to that offer or agreement as if the authority had not expired.


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Chairman