

No. 4334996

THE COMPANIES ACT 1985**COMPANY LIMITED BY SHARES****WRITTEN RESOLUTION****-of-****GEOFABRICS HOLDINGS LIMITED****(Effective 25 April 2002)**

The following resolution was duly agreed to by the sole member of the Company in accordance with section 381A of the Companies Act 1985 (the "Act") as written resolution with effect from 2002.

RESOLUTION**THAT:-**

1. the authorised share capital of the Company be increased from £1,500,000 to £1,500,020 by the creation of 200,000 new B ordinary shares of 0.01p each having the rights and being subject to the conditions contained in the Articles of Association of the Company as amended by paragraph 4 below;
2. the Directors be and are generally and unconditionally authorised for the purposes of section 80 of the Act (and so that expressions used in this article shall bear the same meanings as in the said section 80) to exercise all powers of the Company to allot relevant securities of the Company. The authority hereby conferred shall be for a period of five years from the date of the passing of this resolution and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be equal to the amount of share capital of the Company authorised but unissued at the date of this resolution and as amended by paragraph 1 above. The Directors may under this authority or under any renewal thereof make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority. The



previous authorities of the Directors pursuant to the said section 80 be and are hereby revoked;

3. the Directors be and are empowered in accordance with section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash, pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by paragraph 2 above, as if section 89(1) of the Act does not apply to the allotment and this power, unless renewed, shall expire at the end of five years from the date of the passing of this resolution but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired;
4. pursuant to section 9 of the Act, the Articles of Association of the Company be altered by:
 - 4.1 the deletion of Article 4 and the substitution therefor of the following:

"The authorised share capital of the Company at the date of adoption of this Article 4 is £1,500,020 divided into 1,500,000 ordinary shares of £1 each and 200,000 B ordinary shares of 0.01p each, such B ordinary shares to rank pari passu with all other classes of ordinary shares in all other respects"; and
 - 4.2 the deletion of Article 5 and the renumbering of all subsequent Articles accordingly.



CHAIRMAN