

No. 4727361

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

CHARIOT (UK) PLC

(Passed 7 September 2006)

AT THE ANNUAL GENERAL MEETING of the above-named Company, duly convened and held on 7 September 2006 at 10.30 a.m. the following resolutions were passed.

ORDINARY RESOLUTION

5.

6. **THAT**, for the purposes of section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):

6.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £234,182 to such persons and at such times and on such terms as they think proper during the period expiring at the end of the Annual General Meeting of the Company in 2007 (unless previously revoked or varied by the Company in general meeting); and

6.2 the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution,

so that all previous authorities of the Directors pursuant to the said section 80 be and are hereby revoked.

SPECIAL RESOLUTION

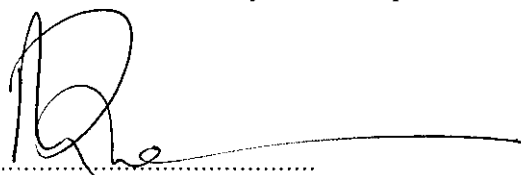


7. **THAT**, subject to the passing of resolution 6 set out in the Notice convening this Meeting, the Directors be and are empowered in accordance with section 95 of the Companies Act 1985 (the "Act") to allot equity securities (as defined in section 94 of the Act) for cash, pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by that resolution as if section 89(1) and sub-sections (1)-(6) of section 90 of the Act did not apply to such allotment, provided that the power conferred by this resolution shall be limited to:

7.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interest of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and

7.2 the allotment (otherwise than pursuant to paragraph 7.1 above) of equity securities up to an aggregate nominal value not exceeding £35,482,

and this power, unless renewed, shall expire at the end of the Annual General Meeting of the Company to be held in 2007 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.

A handwritten signature in black ink, consisting of a stylized 'R' followed by a horizontal line.

Director