

Company Number: 113626C

The Companies Acts 1931-2004

WRITTEN RESOLUTION OF THE MEMBERS OF

DAWNAY, DAY CARPATHIAN PLC

(the "Company")

Passed on 24<sup>th</sup> June 2005

(Pursuant to article 4 of the articles of association of the Company)

We, the undersigned, being all the members of the Company entitled to attend and vote at an extraordinary general meeting of the Company RESOLVE as follows:

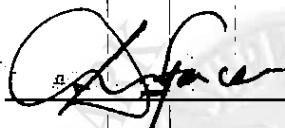
ORDINARY RESOLUTION

1. THAT, in revocation of any existing general authority granted to the Directors for the purposes of article 10.1 of the articles of association of the Company, the Directors be generally and unconditionally authorised in accordance with article 10.1 of the articles of association to exercise all the powers of the Company to allot Ordinary Shares up to an aggregate nominal value equal to the authorised but unissued share capital of the Company, such authority to expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) at the conclusion of the next annual general meeting of the Company provided that the authority shall allow the Company to make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted after this authority expires.

SPECIAL RESOLUTION

2. THAT the Directors be given power to allot Ordinary Shares for cash pursuant to the authority referred to in resolution 1 above as if the provisions of article 10.2 of the articles of association did not apply to the allotment, such power to expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) at the conclusion of the next annual general meeting of the Company provided that this power shall enable the Company to make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted after this power expires.

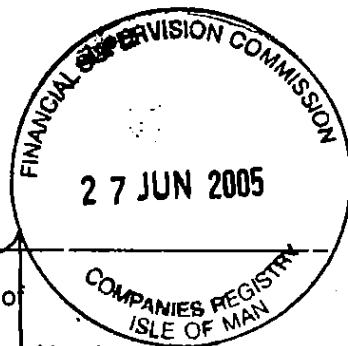
Signed:



For and on behalf of  
Ridgeway Nominees Ltd



For and on behalf of  
Ridgeway Corporate Nominees Ltd



Presented by: Simcocks Trust Ltd, 1<sup>st</sup> Floor, 28 Victoria Street, Douglas, Isle of Man, IM1 2LE.

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