

THE COMPANIES ACTS 1931 - 2004

ISLE OF MAN

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

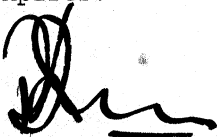
OF

**DAWNAY DAY CARPATHIAN PLC
(the "Company")**

Passed the 10th day of September 2007.

At an Annual General Meeting of the Company, duly convened and held on the above date at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP, the following resolution was passed as a special resolution.

THAT in revocation of any existing general authority granted to the Directors for the purposes of article 10.1 of the Articles of Association, the Directors be generally and unconditionally authorised in accordance with article 10.1 of the Company's Articles of Association to exercise all the powers of the Company to allot ordinary shares of £0.01 each up to an aggregate nominal value equal to the authorised but unissued ordinary 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.



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P.R Cottrell
Chairman