



THE COMPANIES ACTS 1985 AND 1989
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

of

BERKELEY SCOTT GROUP PLC

At the Annual General Meeting of the Company held at Berkeley House, 11-13 Ockford Road, Godalming, Surrey on 27 April 2001 the following resolutions were passed, in the case of resolutions 1 and 2, as ordinary resolutions, and in the case of resolutions 3.1, 3.2, 3.3 and 3.4, as special resolutions of the Company:-

ORDINARY RESOLUTIONS

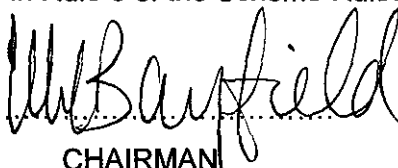
1. To receive and consider the Report of the Directors and the audited Account for the year ended 30 September 2000.
2. To re-appoint BDO Stoy Hayward as Auditors and to authorise the Directors to fix their remuneration.

SPECIAL RESOLUTIONS

3. To consider and, if thought fit, pass the following Resolutions as Special Resolutions:-
 - 3.1 **THAT** the proposed transfer of 2012 Ordinary Shares of 10 pence each in the capital of the Company from Dr W M Ritchie and Mrs P A Ritchie to Mr D Oakley be and is hereby approved notwithstanding the provisions of Regulations 4, 5 and 6 of the Articles of Association of the Company and that for the purposes of this Resolution the pre-emption rights of the members of the Company set out in Regulation 5 or otherwise in the Articles of Association of the company shall be disapplied.
 - 3.2 **THAT** the option agreement which the Company entered into on 30 September 1999 with Downing Classic VCT plc granting an option to acquire up to 49,800 ordinary shares (the "**Ordinary Shares**") of 10 pence each in the Company (the "**Option Shares**") (dependent upon the operating profits of the Company for the financial year of the Company ended 30 September 2000) (the "**Option Agreement**") be amended to change the number of Option Shares to 17,800 Ordinary Shares and to extend the option period in which the option to acquire the Option Shares granted under the Option Agreement can be exercised from the date of publication of the audited annual accounts of the Company for the financial year ended 30 September 2000 to the earlier of (i) the date of any Listing (as defined in the Articles of Association of the Company); or (ii) the date of disposal of the whole of the issued share capital of the Company or all or substantially all of the assets of the Company (a "**Sale**"); or (iii) the date upon which £260,000 of loan notes of the Company currently held by Downing Classic VCT plc are repaid in accordance with the terms of the loan note certificate issued by the Company to it on 30 September 1999 (constituted by the £650,000 Unsecured Loan Notes 2004 Loan Note Instrument of the Company of the same date) be and is hereby approved and ratified.
 - 3.3 **THAT** the option agreement which the Company entered into on 30 September 1999 with Elderstreet Downing VCT plc granting an option to acquire up to 74,700 ordinary shares (the "**Ordinary Shares**") of 10 pence each in the Company (the "**Option Shares**") (dependent upon the operating profits of the Company for the financial year of the

Company ended 30 September 2000) (the "**Option Agreement**") be amended to change the number of Option Shares to 26,700 Ordinary Shares and to extend the option period in which the option to acquire the Option Shares granted under the Option Agreement can be exercised from the date of publication of the audited annual accounts of the Company for the financial year ended 30 September 2000 to the earlier of (i) the date of any Listing (as defined in the Articles of Association of the Company); or (ii) the date of a Sale; or (iii) the date upon which £390,000 of loan notes of the Company currently held by Elderstreet Downing VCT plc are repaid in accordance with the terms of the loan note certificate issued by the Company to it on 30 September 1999 (constituted by the £650,000 Unsecured Loan Notes 2004 Loan Note Instrument of the Company of the same date) be and is hereby approved and ratified.

- 3.4 **THAT** the options granted by the Company in 1996 over Ordinary Shares (the "**Scheme Options**") pursuant to the terms of the Rules of the Company's 1996 Share Option Scheme the ("**Scheme Rules**") be amended to extend the period in which the Scheme Options can be exercised to ten years replacing the current references to "five years" to "ten years" where they appear in Rule 8 of the Scheme Rules

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CHAIRMAN