

Company No. 4980247

THE COMPANIES ACTS 1985 TO 1989

Intermodal Resource plc

SPECIAL RESOLUTION

Passed 2 August 2005

At a Special General Meeting of the Company duly convened and held at 8 Fenlock Court, Lower Road, Long Hanborough, Oxfordshire OX29 8LN on 2 August 2005 the following resolution was passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT, subject to and conditional upon the passing of resolutions numbered 1 and 2 in this Notice, the Directors be and are hereby authorised under section 95(1) of the Companies Act 1985 ("the Act") to allot equity securities (as defined in section 94(2) of the Act), wholly for cash, under the authority conferred by resolution number 2 in this Notice as if section 89(1) of the Act did not apply, provided that this power shall be limited to the allotment of up to an aggregate nominal amount of £441,426 and shall expire at the conclusion of the Annual General Meeting next following the date on which this Resolution is passed, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall replace all existing authorities conferred on the Directors in respect of the allotment of equity securities to the extent that the same have not previously been utilised.



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Chairman