

Company No. 4980247

THE COMPANIES ACTS 1985 TO 1989

Intermodal Resource plc

A public company limited by shares

ORDINARY RESOLUTION

Passed 4 May 2006

At the Annual General Meeting of the Company duly convened and held at 1 Westminster Way, Oxford OX2 0PZ on 4 May 2006 the following resolution was passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

THAT:

- (a) the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 ("the Act"), and in substitution for all existing authorities in such regard, to allot relevant securities (within the meaning of section 80(2) of the Act) of the Company up to an aggregate nominal amount of £882,852, provided that this authority shall expire 15 months after the passing of this resolution or, if earlier, the conclusion of the next Annual General Meeting of the Company;
- (b) the Company be allowed to make any offer or agreement which will or might require any such relevant securities to be allotted after the expiry of the authority and the directors may, notwithstanding such expiry, allot relevant securities in pursuance of any such an offer or agreement made by the Company before the expiry of this authority.

  
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Chairman

