

Company number
113626C

THE COMPANIES ACT 1931-2004

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

DAWNAY, DAY CARPATHIAN PLC

(the "Company")

(passed on 17th May 2007)

At an Extraordinary General Meeting of the company duly convened at IOMA House, Hope Street, Douglas, Isle of Man on 17th May 2007, the following Resolutions were passed:

Ordinary Resolutions

1. THAT the authorised share capital of the Company be increased from £2,000,000 consisting of 200,000,000 ordinary shares of £0.01 each to £3,500,000 consisting of 350,000,000 ordinary shares of £0.01 each, by the creation of 150,000,000 additional ordinary shares of £0.01 each, to rank *pari passu* with the existing issued ordinary share capital of the Company and having the rights and being subject to the obligations set out in the Company's Articles of Association.

2. THAT the Company's Memorandum of Association be altered by the deletion of the existing clause numbered 4 and the substitution therefore of the following clause to be numbered 4:
"The share capital of the Company is £3,500,000 consisting of 350,000,000 ordinary shares of £0.01 each, having the rights and being subject to the obligations set out in the Company's Articles of Association."

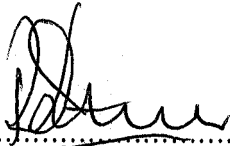
3. THAT in revocation of any existing general authority granted to the Directors for the purposes of article 10.1 of the Articles of Association, the Directors be generally and unconditionally authorised in accordance with article 10.1 of the Company's Articles of Association to exercise all the powers 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 (as such authorised share capital is increased pursuant to Resolution 1 above); 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.

4. THAT a final dividend of 4p per ordinary share in respect of the financial year ended 31 December 2006 be approved.

Special Resolutions

5. THAT the provisions of Regulation 10.2 of the Company's Articles of Association requiring ordinary shares proposed to be issued for cash first to be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively be and it is hereby disappplied in relation to any allotment of ordinary shares pursuant to the authority in Resolution 3 above; and that the authority so granted to the Directors to allot ordinary shares by such disapplication expire (unless and to the extent previously revoked, varied or renewed by special resolution) at the conclusion of the next annual general meeting of the Company; provided that such 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 such authority expires.

6. THAT, a proportion not exceeding 20 per cent., as the High Court of Justice of the Isle of Man may approve, of the amount standing to the credit of the share premium account of the Company (including that share premium arising on the allotment of Ordinary Shares pursuant to the authorities sought in Resolutions 1 and 3 above) be, subject to the confirmation of the High Court of Justice of the Isle of Man, cancelled in accordance with section 57 of the Companies Act 1931 (Isle of Man).



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Chairman