

18 - 02 - 96

No 13273

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

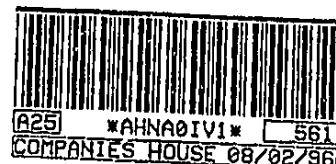
BENSON GROUP PLC

At the one hundred and sixteenth Annual General Meeting of the Company duly convened and held at The Birmingham Botanical Gardens, Westbourne Road, Edgbaston, Birmingham on 11 December 1995 the following resolutions were passed:-

ORDINARY RESOLUTION

6. THAT, in substitution for all existing authorities, the directors be hereby generally and unconditionally authorised, in accordance with Section 80 of the Companies Act 1985, to allot relevant securities (as defined in that Section) up to a maximum aggregate nominal amount of relevant securities of £1,192,434 (being not more than one third of the issued ordinary share capital of the Company as at 18 October 1995) and this authority will (unless renewed) expire five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires.

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SPECIAL RESOLUTION

7. THAT, subject to resolution 6 above being passed, the directors be hereby given power in accordance with Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by that resolution as if Section 89(1) of the Act did not apply to the allotment, provided that this power is limited to:

- (i) the allotment of equity securities in connection with an offer (whether by way of a rights issue, open offer or otherwise) to the holders of ordinary shares of the Company in proportion (as nearly as may be) to their respective holdings of ordinary shares, subject only to exclusions or other arrangements which the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange, or any other matters; and
- (ii) the allotment (otherwise than under paragraph (i) above) of equity securities up to an aggregate nominal amount of £178,850

and will (unless renewed) expire on 1 December 1996 or (if earlier) at the conclusion of the next Annual General Meeting of the Company held after the date on which this resolution is passed, but the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after this power expires.

Dated: 5 February 1996


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Secretary