

**THE COMPANIES ACTS 1985 AND 1989**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**SPECIAL RESOLUTION**

**OF**

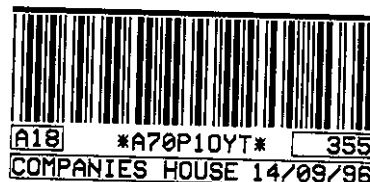
**BENSON GROUP plc**

At the 1996 Annual General Meeting of the Company duly convened and held on 10 September 1996 the following Resolution was duly passed as a Special Resolution:-

**SPECIAL RESOLUTION**

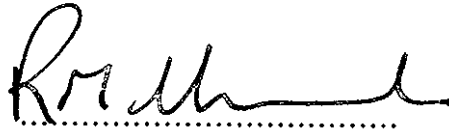
THAT the directors be hereby given power in accordance with section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of the said Act) pursuant to the authority conferred by Resolution (3)(iii) passed at an extraordinary general meeting of the company held in 22 April 1996 as if section 89(1) of the said Act did not apply to the allotment, provided that this power is limited to:-

- (a) the allotment of equity securities in connection with an offer (whether by way of 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 such exclusions or other arrangements as 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
- (b) the allotment (otherwise than under paragraph (a) above) of equity securities up to an aggregate nominal amount of £357,730;



and will (unless renewed) expire fifteen months after the date on which this resolution is passed 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 10 September 1996

A handwritten signature in black ink, appearing to be 'R. M. ...', written over a dotted line.

Secretary