

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

BENSON GROUP plc

At an Extraordinary General Meeting of the Company duly convened and held at the offices of Pinsent Curtis, 3 Colmore Circus, Birmingham B4 6BH on 18 April 1997 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

1 **THAT:-**

- (a) the acquisition by the Company of the entire issued share capital of Combat Engineering Limited on the terms and conditions of the agreement dated 25 March 1997 made between (1) J H Reeves and others, (2) A J Moore, (3) J W Hathaway and (4) the Company be and is hereby approved, subject to such minor amendments, variations or waivers as may be approved by the directors of the Company, and the directors be and are hereby authorised to take all steps necessary to implement the same in accordance with its terms;




- (b) the share capital of the Company be hereby increased from £9,500,000 to £11,750,000 by the creation of an additional 9,000,000 ordinary shares of 25p each;
- (c) in substitution for any existing authority, the directors of the Company be hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (the "Act") to allot relevant securities (as defined in Section 80 of the Act) up to an aggregate nominal amount of £4,595,391.50 provided that 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; and
- (d) the directors of the Company be given power in accordance with Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by paragraph (c) of this 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 395,806 ordinary shares of 25p each in connection with the Placing and Open Offer (as defined in the circular to shareholders dated 25 March 1997 containing the notice of this meeting);
 - (ii) the allotment of equity securities in connection with any other offer (whether by way of rights issue, open offer or otherwise) to holders of ordinary shares of the Company in proportion (as nearly as may be) to their respective holdings of ordinary shares, subject only to any 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 or the requirements of any regulatory body or stock exchange in any territory; and

- (iii) the allotment (otherwise than pursuant to sub-paragraphs (i) and (ii) above) of equity securities up to an aggregate nominal amount of £429,276.50;

and will (unless renewed) expire 15 months after the date of the passing of this resolution or at the conclusion of the annual general meeting of the Company held in 1997, whichever first occurs, but the Company may, before this power expires, make an offer or an agreement which would or might require equity securities to be allotted after this power expires and the directors of the Company may allot equity securities pursuant to any such offer or agreement.

Dated 18 April 1997


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~~Director~~/Secretary