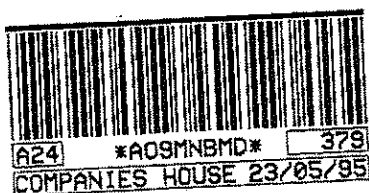


No: 44687

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

Resolutions
OF
FISONS plc



(passed on 16 May 1995)

At the Annual General Meeting of the Company held on Tuesday, 16 May 1995, the following resolutions were duly passed, the first and second as ORDINARY RESOLUTIONS and the third as a SPECIAL RESOLUTION.

1. "THAT Arthur Andersen are appointed as Auditors of the Company with immediate effect until the conclusion of the next general meeting at which accounts are laid before the Company and that the Directors are authorised to determine the remuneration of Arthur Andersen in respect of such period."
2. "THAT subject to and in accordance with Article 11(A) of the Company's Articles of Association the Directors be authorised to allot relevant securities having a nominal amount not exceeding £53,223,518 in aggregate and all previous authorities granted under Article 11(A) of the Company's Articles of Association shall henceforth cease to have effect."
3. "THAT:
 - (i) subject to and in accordance with Article 11(B) of the Company's Articles of Association, the Directors be empowered to allot equity securities for cash; and
 - (ii) for the purposes of the limitation on the said power referred to in paragraph (c) of the said Article, the nominal amount therein mentioned shall be £8,638,824."

A handwritten signature in dark ink, consisting of a long horizontal stroke followed by a large, loopy circular flourish.

C Fletcher Smith
Group Secretary

Note: Resolutions 1, 2 and 3 above were set out as item numbers 4, 5 and 6 respectively in the Notice of Meeting dated 12 April 1995.