

HIGGS and HILL PLC

Reg No. 55973

**EXTRACT FROM THE MINUTES OF THE NINETY-NINTH
ANNUAL GENERAL MEETING
HELD AT THE HOWARD HOTEL, TEMPLE PLACE, LONDON
ON TUESDAY 4 JUNE 1996 AT 12 NOON:-**

SPECIAL BUSINESS - RESOLUTION 7 - AUTHORITY TO ALLOT SHARES

The Chairman referred to Resolution 7 in the notice of the meeting which was additional to the normal business of the Annual General Meeting and was therefore shown under special business. Resolution No. 7 as set out in the notice of the meeting and explained in the circular to shareholders dated 3 May 1996, was proposed as an Ordinary resolution.

On the motion of the Chairman, IT WAS UNANIMOUSLY RESOLVED, as an Ordinary resolution, that the directors be and are hereby generally and unconditionally authorised, in accordance with Section 80 of the Companies Act 1985 (the Act), to exercise all the powers of the company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £8,449,000 such authority to expire on the date being five years after the passing of this resolution save that the company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired and provided further that this authority shall be in substitution and supersede and revoke any earlier authority conferred on the directors.

CERTIFIED TRUE COPY



**A G CONFAVREUX
GROUP COMPANY SECRETARY**

