

THE COMPANIES ACT
COMPANY LIMITED BY SHARES

RESOLUTION OF

FKI plc

Company no. 164945

At the **ANNUAL GENERAL MEETING** of **FKI plc** held on 23 July 2003, the following Resolution was duly passed as a **SPECIAL RESOLUTION**:-

RESOLUTION

That the company be and is hereby authorised pursuant to Article 54 of the company's Articles of Association and Section 166 of the Act to make market purchases (within the meaning of Section 163 (3) of the Act) of its ordinary shares on such terms and in such manner as the directors of the company shall determine, provided that:

(a) the maximum number of ordinary shares hereby authorised to be acquired shall be 29,000,000 ordinary shares of 10p each;

(b) the maximum price which may be paid for each ordinary share shall be an amount equal to 105% of the average of the middle market quotations for the ordinary shares of the company (derived from The Stock Exchange Daily Official List) for the five business days prior to the date of purchase, exclusive of expenses;

(c) the minimum price which may be paid for each ordinary share shall be 10p per ordinary share of the company, exclusive of expenses; and

(d) the authority hereby given shall expire at the conclusion of the next annual general meeting of the company or 15 months after the passing of this Resolution (whichever is the earlier) save that the company may make a purchase of ordinary shares under such authority after such date if the contract of purchase for the same was entered into before such date.



M.J.R. PORTER
COMPANY SECRETARY

24 July 2003



