

**THE COMPANIES ACT**  
**COMPANY LIMITED BY SHARES**

**RESOLUTION OF**  
**FKI plc**  
Company no. 164945

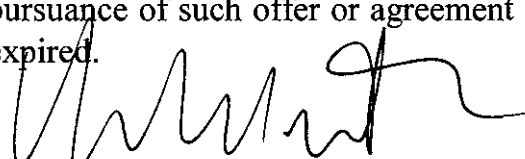
At the **ANNUAL GENERAL MEETING** of **FKI plc** held on 23 July 2003, the following Resolution was duly passed as a **SPECIAL RESOLUTION**:-

**RESOLUTION**

That the directors of the company be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (as defined in Section 94 of the Act) of the company pursuant to the authority conferred by Resolution 12 passed at the Annual General Meeting (*held on 23 July 2003*) as if Section 89(1) of the said Act did not apply to any such allotment provided that the power conferred by this Resolution shall be limited to:

(a) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all such shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of, any recognised regulatory body in any territory; and

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £2,900,000 and 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) unless renewed or extended prior to such time except that the directors of the company may, before the expiry of any power contained in this Resolution, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

  
**M.J.R. PORTER**  
**COMPANY SECRETARY**  
24 July 2003

