

Company Number 946978



THE COMPANIES ACTS 1948 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

CHRYSLIS GROUP PLC

At the Annual General Meeting of the Company held at the London Kensington Hilton Hotel, 179-199 Holland Park Avenue, London W11 4UZ, on the 29th day of January 1997, the following resolutions were duly passed as special resolutions:

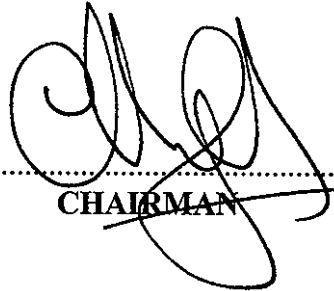
1. That the Directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £896,388 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this resolution or at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution, whichever first occurs, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Directors may allot relevant securities in pursuance of that offer or agreement.
2. That the Directors be and are hereby generally empowered pursuant to Section 95 of the Companies Act 1985 ("the Act") during the period from the date of the passing of this resolution until the conclusion of the next Annual General Meeting of the Company or 15 months after the date of the passing of this resolution whichever first occurs to allot equity securities as defined in Section 94(2) of the Act pursuant to the authority conferred by Resolution 8 as if Section 89(1) of the Act did not apply to such allotment, save that the Company may before the expiry of this authority make an offer or agreement which would or might require such securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired, provided that this power shall be limited:
 - a) to the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company made in proportion (as nearly as maybe) to their existing holdings of ordinary shares, but subject to such exclusions or other arrangements in

connection with the offering as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any territory or the requirements of any recognised regulatory body or any Stock Exchange in any territory; and

- b) to the allotment (otherwise than pursuant to paragraph (a) above) of equity securities under this authority up to an aggregate nominal amount of £134,458 (equal to 5 per cent of the nominal value of the issued ordinary share capital as shown in the last financial statement).
3. That in accordance with Article 50 of its Articles of Association the Company be and is hereby granted general and unconditional authority, pursuant to Section 166 of the Companies Act 1985 ("the Act") to make one or more market purchases (as defined in Section 163(3) of the Act) of its Ordinary Shares of 10p each in the capital of the Company ("ordinary shares") on such terms and in such manner as the Board of Directors of the Company may from time to time determine, provided that:
- i this authority shall expire at the conclusion of the next Annual General Meeting of the Company or within 12 months from the date of the passing of this resolution, whichever first occurs;
 - ii the maximum aggregate number of ordinary shares authorised to be purchased shall be limited to 4,031,060 (14.99 per cent of the issued ordinary share capital, as shown in the last financial statement);
 - iii the minimum price which may be paid for an ordinary share is 10p;
 - iv this authority shall not permit the payment per share of more than 5 per cent above the average of the middle market prices shown in the quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the ten business days prior to the purchase being made;
 - v the Company may enter into any contract for the purchase of its own ordinary shares which might be executed and completed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract;
 - vi save as expressed herein, this authority shall only be capable of variation, revocation or renewal by the Company in General Meeting.
4. That the following aggregate payments to non executive Directors out of the funds of the Company by way of fees for their services be ratified notwithstanding that they exceed the amount then authorised by Article 83 of the Articles of Association:

Year to 31st August	Aggregate Fees
1993	53,056
1994	80,412
1995	96,565
1996	122,017

5. That the draft regulations contained in the document submitted to the Meeting and for the purpose of identification, initialled by the Chairman, be approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.



CHAIRMAN