

1423001

(1) ECP. 24.4.1996

**EXCO plc**

**At the Annual General Meeting of the Company  
held at 119 Cannon Street, London EC4N 5AX on Thursday 18th April, 1996**

**THE FOLLOWING RESOLUTIONS WERE PASSED:**

**Ordinary Resolutions**

1. That the Director's Report and the Audited Report and Accounts for the year ended 31st December 1995 be received and adopted.
2. That Coopers & Lybrand be reappointed auditors of the company and the Directors be authorised to determine their remuneration.
3. That a final dividend of 6.0p per share in respect of the year ended 31st December, 1994 be declared.
4. That Mr. C.J. Cooke be elected a Director of the Company.
5. That Mr. R.D.C. Hubbard be elected a Director of the Company.
6. That Mr. M.C. Johns be re-elected a Director of the Company.
7. That Mr. R.C. Lacy be re-elected a Director of the Company.

**Special Business**

8. That in substitution for any other authority previously conferred on them, the Directors be and they are hereby generally and unconditionally authorised for the purposes of 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 £11,610,561. This authority shall expire on 17th April 2001 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 an offer or agreement as if the authority conferred hereby had not expired.



## Special Resolution

9. That, subject to the passing of Resolution 8 above, the Directors be and they are hereby empowered to allot equity securities (as defined in Section 94(2) of the Act) of the Company pursuant to the authority conferred by Resolution 8 above as if Section 89(1) of the said Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:
- (a) in connection with a rights issue in favour of Ordinary Shareholders where the equity securities offered are proportionate (as nearly as practicable) to the respective number of Ordinary Shares held by such holders but subject to such exclusions or other arrangements as the Directors may deem necessary or desirable to deal with fractional entitlements, record dates, or legal or practical problems under the laws of, or the requirements of, any regulatory authority in any territory or otherwise howsoever; and/or
  - (b) pursuant to the acceptance of any scrip dividend offer; and/or
  - (c) otherwise than pursuant to (a) or (b) above for cash up to an aggregate nominal amount of £1,539,600, representing 5 per cent of the issued Ordinary Share capital of the Company as at the date hereof.

This power shall expire on the date of the Annual General Meeting of the Company to be held in 1997 or, if earlier, on 17th July 1997, save that the Company may before such expiry make an offer or agreement which would or might require equity 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.



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C.M. Mosselmans  
Chairman