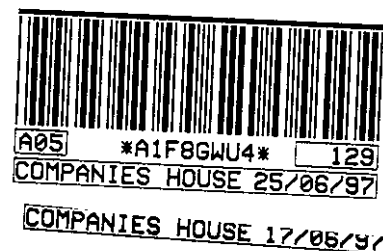


Private & Confidential

No. 1435835



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

AKHTER GROUP PLC

Passed 3 June 1997

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 3 June 1997, the following Resolutions, inter-alia, were duly passed as to Resolution No 5 as an Ordinary Resolution and as to Resolution No. 6 as a Special Resolution:

ORDINARY RESOLUTION

- 5 THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 and in substitution for any existing power to allot relevant securities to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £50,000,000 during the period commencing on the date of the passing of this Resolution and expiring on the date falling 5 years after the date of this Resolution but so that this authority shall allow the Company to make before the expiry of this authority, offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements.

SPECIAL RESOLUTION

- 6 THAT (subject to the passing of Resolution 5 set out in the notice of meeting convening the meeting at which this resolution is to be proposed) the Directors

be and they are hereby empowered, pursuant to section 95 of the Companies Act 1985 (the Act), to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority given by the said Resolution 5 as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £500,000, and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1998 (or, if earlier, on the date that is 15 months after the date of this Resolution) save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements.

M. S. Awan

Registered Office:
Akhter House
Perry Road
Harlow
Essex, CM18 7PN

By order of the Board
M. S. Awan
Secretary
3 June 1997