

# 08-07-96

COMPANY NO: 1468914



THE COMPANIES ACT 1985

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PUBLIC COMPANY LIMITED BY SHARES

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ORDINARY RESOLUTION

OF

DOEFLEX PLC

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Passed on 27th June 1996

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AT an Extraordinary General Meeting of the above-named Company duly convened and held at 190 Strand, London, WC2R 1JN on 27th June 1996 the following Resolution was duly passed as an Ordinary Resolution:-

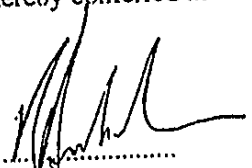
Ordinary Resolution

THAT:

- (a) the acquisition by Doeflex Industries Limited of the business and associated assets of BTP Polymers Limited pursuant to an agreement (the "Acquisition Agreement") dated 11th June 1996 between the Polymers Division Limited (1), BTP plc (2), Doeflex Industries Limited (3) and the Company (4) and an agreement (the "Property Agreement") dated 11th June 1996 between Barrow Hepburn Group PLC (1), BTP Polymers Limited (2) and Doeflex Industries Limited (3), (copies of the Acquisition Agreement and the Property Agreement being produced to the meeting and signed by the Chairman for the purpose of identification) be and the same is hereby approved, and the Directors be and are hereby authorised to cause the Acquisition Agreement and the Property Agreement and all matters provided therein or related thereto to be completed and, at their discretion, to amend, waive, vary and/or extend any of the terms of the Acquisition Agreement or the Property Agreement and/or any other document referred to therein and/or connected therewith in whatever way they may

consider to be or become necessary and/or desirable and/or to do and/or procure all such other acts and/or things as they may consider necessary and/or desirable in connection therewith provided these are not material in relation to the acquisitions as a whole;

- (b) the authorised share capital of the Company be and is hereby increased beyond its existing authorised share capital of £2,000,000 to £2,450,000 by the creation of 4,500,000 new ordinary shares of 10p each, such new ordinary shares to rank in all respects *pari passu* with the existing authorised but unissued ordinary shares in the capital of the Company; and
- (c) the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 80(1) of the Companies Act 1985 (the "Act") (and in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) of the Company up to an aggregate nominal amount of £640,685.50, provided that this authority shall expire on 26th June 2001 (unless and to the extent that such authority is renewed, varied or revoked prior to such date) but so that the Company may before such expiry make an offer, agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer, agreement or other arrangements as if the authority hereby conferred had not expired.

  
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Chairman