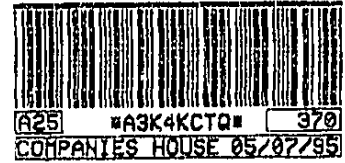


THE COMPANIES ACTS 1948 TO 1976  
PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

DOEFLEX PLC  
(passed 19th June 1995)



At an extraordinary general meeting of the above-named Company duly convened and held at 190 Strand, London WC2R 1JN on 19th June 1995 the following Resolution was duly proposed and passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT:

- (a) the proposed acquisition by Doeflex Industries Limited of the entire issued share capital of Plastech Extrusions Limited (the "acquisition") pursuant to an agreement dated 25 May 1995 between Simon Gould and Martyn Best (1), Doeflex Industries Limited (2) and the Company (3) (the "acquisition agreement"), details of which are set out in a circular to shareholders dated 25 May 1995 comprising listing particulars relating to the Company, and all such agreements, arrangements, acts and things as the Directors of the Company approve as being necessary or incidental to the completion of the acquisition be and are hereby approved;
- (b) the authorised share capital of the Company be and it is hereby increased beyond its existing authorised share capital of £1,425,000 to £2,000,000 by the creation of 5,750,000 new ordinary shares of 10p each in the capital of the Company, such new ordinary shares to rank in all respects pari passu with the existing ordinary shares in the capital of the Company, save that they shall not rank for any dividends paid in respect of any period prior to 1st January 1995;
- (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 £536,729.60, provided that this authority shall expire on the date of the annual

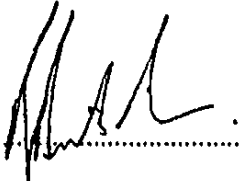
general meeting of the Company to be held in 1996 or fifteen months after the date of the passing of this resolution (whichever is the earlier) but so that the Company may before such expiry make an offer, agreement or other arrangement which would or might require relevant securities to be allotted 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.

(d) the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) of the Company for cash pursuant to the authority conferred by paragraph (c) of this resolution as if Section 89(1) did not apply to such allotment, provided that this power shall be limited to:

- (i) the allotment and issue of 3,077,578 ordinary shares of 10p each pursuant to the placing and open offer described in the circular to shareholders of the Company dated 25 May, 1995;
- (ii) the allotment and issue of ordinary shares of 10p each pursuant to the acquisition agreement (as defined in resolution number 1), including the allotment and issue of ordinary shares of 10p each upon the exercise of options granted pursuant to the acquisition agreement;
- (iii) the allotment of equity securities in connection with or pursuant to an offer by way of rights to the holders of ordinary shares and other persons entitled to participate therein in proportion (as nearly as may be) to their respective holdings of ordinary shares, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or regulations or requirements of any regulatory body or any stock exchange in any territory; and
- (iv) the allotment (other than pursuant to sub-paragraphs (i), (ii) and (iii) above) of equity securities up to an aggregate nominal amount of £72,417;

and such power shall expire on the date of the annual general meeting of the Company to be held in 1996 or fifteen months after the date of the passing of this resolution (whichever is the earlier) but so 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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CHAIRMAN