

**COMPANIES ACT 1985 (as amended)**

**RESOLUTIONS  
of  
BURNFIELD PLC**

**Passed 28 April 1995**

At the Annual General Meeting of the above named Company duly convened and held on the above date the following Resolutions were duly passed:

**1. ORDINARY RESOLUTION**

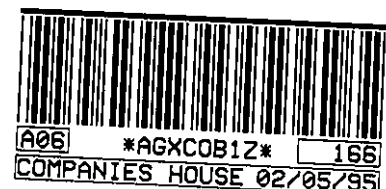
**THAT:**

the directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 ("the Act"), in substitution for any other such authority previously conferred upon them (save to the extent that the same may already have been exercised by the issue of relevant securities prior to 28 April 1995 or by reason of any offer, agreement or other arrangement which had been made prior to 28 April 1995 which would or might require relevant securities to be allotted on or after that date), to exercise all the powers of the company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £1,142,983, being 33.33% of the issued share capital of the company as at 15 February 1995, for the period commencing on the date of the passing of this resolution and expiring at the end of the annual general meeting of the company next following the passing of this resolution, save 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 in pursuance of any such offer, agreement or other arrangement as if the authority conferred hereby had not expired.

**2. SPECIAL RESOLUTION**

**THAT:**

subject to the passing of the previous resolution the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985, to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the previous resolution of the company as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment, provided that this power shall be limited to:-



- (a) the allotment of equity securities in connection with a rights issue in favour of all holders of relevant equity securities where the equity securities respectively attributable to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them provided that the directors may make such exclusions or other arrangements in respect of any legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory and in respect of fractional entitlements as they consider necessary or convenient; and,
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £171,447, being 5% of the issued share capital of the company as at 15 February 1995

and shall expire at the end of the annual general meeting of the company next following the passing of this resolution, or, if earlier, fifteen months after the date of this annual general meeting, 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 of the company may allot equity securities in pursuance of such offer or agreement as if this power had not expired.



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Company Secretary  
1 May 1995

Registered Office:  
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Hockley Heath  
Solihull  
West Midlands B94 6NW