

No. 1545298

THE COMPANIES ACT 1985

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COMPANY LIMITED BY SHARES

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ORDINARY AND SPECIAL RESOLUTIONS

-of-

BOS GROUP PLC

(Passed on the 28th March, 1988)

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At an Extraordinary General Meeting of the above named Company, duly convened and held on Monday, the 28th day of March 1988, the following resolutions were duly passed as Ordinary and Special Resolutions:-

ORDINARY RESOLUTION

That the capital of the Company be increased to £701,250 by the creation of 260,000 Ordinary Shares of 10 pence each such new shares to rank pari passu in all respects with the existing Ordinary Shares of 10 pence each in the capital of the Company and that the Directors be authorised at any time within a period of five years from the date hereof (subject to the provisions of the Companies Act 1985) to allot, grant



options over or otherwise dispose of such new shares to such persons, at such times and on such terms as they think proper.

SPECIAL RESOLUTION

That the provisions of Article 4 of the Company's Articles of Association be waived, and the provisions of Section 89 of the Companies Act 1985 be disapplied, in respect of the allotment of 260,000 Ordinary Shares of 10 pence each to the National Research Development Corporation or to any nominee thereof.

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Director