

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HARPER GROUP PLC
("the Company")

(Registered in England No. 1854872)

At an extraordinary general meeting duly convened and held at Beeches Road, Rowley Regis, Warley, West Midlands on the 29th day of January, 1996 the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That the terms of a proposed agreement for the off-market purchase of 117 ordinary shares of £1 each for a total consideration of £24,000 from Mr. P.V. Harper (a copy of which is attached hereto) be, and the same hereby is approved, and that any director be and hereby is authorised to sign the said agreement for and on behalf of the Company.

Dated *29 January* 1996



CHAIRMAN

