

# 30-10-96

1907889

RONSON plc

(the "Company")

(Registered in England No. 1907889)

We hereby certify this to be a  
true copy of the original.

*Edgar K. Elton*

**PRINT OF A RESOLUTION PASSED AT AN  
EXTRAORDINARY GENERAL MEETING OF THE COMPANY  
HELD ON WEDNESDAY 28 AUGUST 1996 AT 2PM**

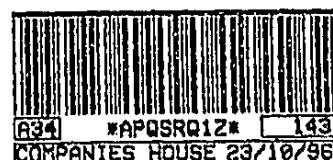
**SPECIAL RESOLUTION**

THAT

- (A) The authorised share capital of the Company be increased from £2,524,200 to £6,848,901 by the creation of 86,494,020 ordinary shares of 5 pence each to rank, subject to the terms of their issue, *pari passu* in all respects with the existing ordinary share capital of the Company in issue (save as regards the right to the interim dividend of 0.25p per share declared by the Board on 30 July 1996);
- (B) In substitution for all existing and unexercised authorities, pursuant to section 80 of the Companies Act 1985 (the "Act") the directors of the Company be generally and unconditionally authorised to exercise all or any of the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) in the capital of the Company up to:
- (i) a maximum nominal amount of £2,015,914.55 in connection with the rights issue to shareholders as described in the circular to shareholders of the Company dated 2 August 1996 containing notice of this resolution (the "Circular");
  - (ii) a maximum nominal amount of £223,990.50 in connection with the subscription of ordinary shares by Albion Consortium Fund Ltd. as described in the Circular; and
  - (iii) otherwise a maximum nominal amount of £2,369,091

provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire five years from the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired;

- (C) In substitution for all existing and unexercised authorities, pursuant to section 95 of the Act the directors of the Company be empowered to allot equity securities (within the meaning of section 94(2) of the Act) in the



capital of the Company pursuant to the authority conferred by paragraph (B) of this resolution as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to:

- (i) the allotment of equity securities where such securities are offered (whether by way of a rights issue or otherwise) to holders of equity securities on the register on a fixed record date or dates in proportion (as nearly as may be) to their then holdings of such equity securities (but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any regulatory body or Stock Exchange or otherwise howsoever);
- (ii) the allotment of 4,479,810 ordinary shares pursuant to the subscription of ordinary shares by Albion Consortium Fund Ltd. as described in the Circular; and
- (iii) the allotment otherwise than pursuant to paragraphs (i) and (ii) above, of equity securities limited to an aggregate nominal value of £223,990.51

provided that this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire fifteen months from the date of this resolution or, if earlier, on the date of the next annual general meeting of the Company after the passing of this resolution 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 an offer or agreement as if the power conferred hereby had not expired.

Signed

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J K Roe Esq  
Chairman of the meeting

28-Viii-96