

RONSON PLC
(Company number 1907889)

**PRINT OF RESOLUTIONS PASSED AT THE ANNUAL GENERAL
MEETING OF THE COMPANY HELD AT THE GATWICK MANOR
HOTEL, LONDON ROAD, LOWFIELD HEATH, WEST SUSSEX, RH10 2ST
AT 2.00PM ON 13 MAY 1999**

Ordinary business

1. To re-elect Mr V K Kiam as a director.
2. To elect Mr G H Moore as a director.
3. To receive and adopt the directors' report and audited statement of accounts for the year ended 31 December 1998.
4. To consider and if thought fit, pass the following as an ordinary resolution:

That Baker Tilly be re-appointed as auditors of the Company and that the Company authorises its Directors to fix their remuneration.

Special business

5. To consider and, if thought fit, pass the following as an ordinary resolution:

That the Company authorises its Directors to allot relevant securities (within the meaning of sub-section 80(2) of the Companies Act 1985) up to an aggregate nominal value of £1,525,790 such authority to expire on the fifth anniversary of the passing of this resolution.

The Company may make an offer or enter into an agreement before this expiry date which will or may subsequently require the Directors to allot such relevant securities on the Company's behalf. In these circumstances the Directors shall have the power to allot such relevant securities. This authority shall be in substitution for all existing unexercised authorities previously conferred on the Directors to allot relevant securities.

6. To consider, and if thought fit, pass the following as a special resolution:

That, subject to the passing of resolution 5 and in substitution for all existing and unexercised authorities, the Company empowers its Directors to allot equity securities (within the meaning of sub-section 94(2) of the Companies Act 1985) for cash pursuant to the authority conferred upon them by resolution 5 above as if sub-section 89(1) of the Companies Act 1985 did not apply. This power shall be limited to:

- (i) allotting equity securities by way of a rights issue or other offer to holders of ordinary shares, where the number of equity shares allotted to them is in proportion (as nearly as possible) to the number of ordinary shares already held provided that the Directors may deal as they see fit in relation to such a rights issue or offer with fractional entitlements and with legal or practical problems or the requirements of any regulatory body or stock exchange; and
- (ii) allotting equity securities, other than under sub-paragraph (i), up to a total nominal value of £228,868.50.

The power shall expire on 12 August 2000 or at the close of the next Annual General Meeting, whichever is earlier.



The Company may make an offer or enter into an agreement before this expiry date which will or may subsequently require the Directors to allot such equity securities on the Company's behalf. In these circumstances, the Directors shall have the power to allot such equity securities.

A handwritten signature in black ink, appearing to read 'V K Kiam', is written over a horizontal dotted line.

V K Kiam
Chairman