

Company number 1969735

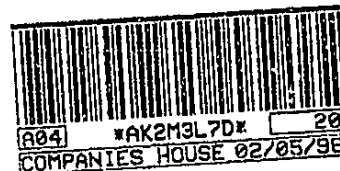
COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

TAKARE PLC

PASSED 25 APRIL 1996



At the Annual General Meeting of the Company duly convened and held at West Lodge Park, Cockfosters Road, Hadley Wood, Nr Barnet, Hertfordshire on the 25th April 1996 the following resolution was passed as a Special Resolution:-

That the following amendments to the Rules of the Takare No. 1 Executive Share Option Scheme (1990) be and are hereby approved:

- (a) the deletion from the definition of "Executive" in Rule 1(A) of the words "who devotes substantially the whole of his working time to the business of the Group" where they appear for the second time;
- (b) the deletion of Rule 4 (A)(1);
- (c) the substitution of the following for Rule 4(A)(2) and (3):
 - "(2) the aggregate nominal amount of Shares in respect of which Options would then have been granted would:
 - (a) when added to the aggregate nominal amount of Ordinary Share Capital which has already been placed under option to be issued (whether or not issued at the relevant time) under any other share option schemes or has already been issued under any other employees' share schemes of the Company (other than share option schemes) during the 10 years preceding the relevant time, exceed 10% of the aggregate nominal amount of Ordinary Share Capital in issue at the relevant time or
 - (b) when added to the aggregate nominal amount of Ordinary Share Capital which has already been placed under option to be issued (whether or not issued at the relevant time) under any other share option schemes of the Company (other than savings related share option schemes approved under Schedule 9 to the Act) during the 10 years preceding the relevant time, exceed 5% of the aggregate nominal amount of Ordinary Share Capital in issue at the relevant time or

(3) the aggregate nominal amount of Shares in respect of which Options would then have been granted would, when added to the aggregate nominal amount of Ordinary Share Capital already issued under any profit sharing schemes of the Company and of Ordinary Share Capital which as already been placed under option to be issued under any other share option schemes of the Company during the 3 years preceding the relevant time, exceed 3% of the aggregate nominal amount of the Ordinary Share Capital in issue at the relevant time".

- (d) the insertion of the following as Rules 4 (AA) and (AAA) immediately following Rule 4 (A):

"(AA) If the Company has granted options to subscribe for shares under a savings related share option scheme approved under Schedule 9 to the Act and if at the relevant time an Option may not be granted by reason of the restriction in Rule 4 (A)(3), then Rule 4 (A) shall have effect (if an Option could be granted as a result) as if:

- (1) the words "Ordinary Share Capital already issued under any profit sharing schemes of the Company and of" were omitted from sub-paragraph (3) thereof and the words "(other than under a savings relating share option scheme approved under Schedule 9 to the Act)" appeared in that sub-paragraph after the words "any other share option schemes of the Company"; and

- (2) the following appeared therein as sub-paragraph (4):

"(4) the aggregate nominal amount of Shares in respect of which Options would then have been granted would, when added to the aggregate nominal amount of Ordinary Share Capital already issued under any profit sharing schemes of the Company and of Ordinary Share Capital which has already been placed under option to be issued under any share option schemes of the Company during the 5 years preceding the relevant time, exceed 5% of the aggregate nominal amount of Ordinary Share Capital in issue at the relevant time."

(AAA) In this Rule 4, references to Shares in respect of which Options have been granted and to Shares placed under option to be issued shall exclude Shares in respect of which an option has lapsed or been cancelled".



Secretary