

Company number 19639735

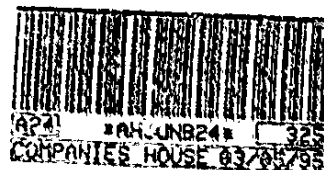
COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

TAKARE PLC

PASSED 27 APRIL 1995



At the Annual General Meeting of the Company held on the 27th April 1995 the following resolution was passed as a Special Resolution:-

That:

- (a) the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £11,140,471 provided that this authority shall expire at the conclusion of the next Annual General Meeting 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 may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired;
- (b) the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities for cash pursuant to the authority conferred by paragraph (a) of this Resolution as if the Sub-section (1) of Section 89 of that Act did not apply to any such allotment provided that this power shall be limited:-
 - (i) to the allotment of equity securities in connection with an offer for acceptance for a period fixed by the Directors to holders of Ordinary Shares where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory) and
 - (ii) to the allotment otherwise than pursuant to sub-paragraph (i) above of equity securities up to an aggregate nominal value of £1,567,976.

and shall expire on the earliest of the next Annual General Meeting of the Company and 27th

July 1996 gave 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 may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired; and

- (c) words and expressions defined in or for the purposes of the Companies Act 1985 shall have the same meanings in this Resolution.


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Secretary