

No. 1999619

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**TRICORN GROUP PLC**  
**Passed on 7<sup>th</sup> September 2000**



AT AN ANNUAL GENERAL MEETING of the above named Company, duly convened, and held at Tricorn House, Five Ways, Hagley Road, Birmingham, B16 8TP on 7th September 2000 the following resolutions were duly passed:

**"ORDINARY RESOLUTION**

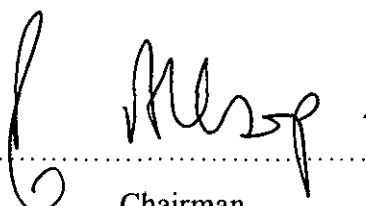
'THAT for the purposes of and pursuant to Section 80 of the Companies Act 1985, the Directors of the Company be and they are hereby generally and unconditionally authorised and empowered to exercise all the powers of the Company to allot relevant securities (as defined in Section 80) up to an aggregate nominal amount of £464,333 to such persons, at such times and upon such terms and conditions as they may determine (subject always to the articles of association of the Company) provided that this authority and power shall, unless renewed, varied or revoked, expire at the conclusion of the annual general meeting of the Company to be held in 2001 and provided further that the Company may before such expiry make any offer, agreement or arrangements which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may then allot relevant securities pursuant to any such offer, agreement or arrangements as if the authority and power hereby conferred had not expired. ' "

**"SPECIAL RESOLUTION**

'THAT pursuant to Section 95(1) of the Companies Act 1985, the Directors of the Company be and they are hereby authorised and empowered to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to the general authority and power conferred by the ordinary resolution above as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that this authority and power shall, unless renewed, varied or revoked,

expire at the conclusion of the annual general meeting of the Company to be held in 2001 and provided further that this authority and power shall be limited:

- (a) to the allotment of equity securities pursuant to a rights issue or similar offer to ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate or as nearly as practicable (and taking into account any prohibitions against or difficulties concerning the making of an offer or allotment to shareholders whose registered address or place of residence is overseas and subject to such exclusions as the Directors of the Company may deem necessary or expedient to deal with fractional entitlements or record dates) to the respective numbers of ordinary shares held by them; and
- (b) to the allotment (otherwise than pursuant to paragraph (a) above) for cash of equity securities up to an aggregate nominal value of £203,567'."

  
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Chairman