

Company Number 2029363

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

-of-

BADGERLINE GROUP plc
(the "Company")

PASSED on 11 May 1995

At the Annual General Meeting of the Company duly convened and held on 11 May 1995 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT:

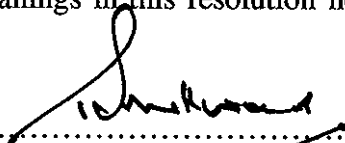
- (a) the directors be and they are hereby empowered, pursuant to section 95 of the Companies Act 1985 ("the Act"), to allot equity securities pursuant to the authority given in accordance with section 80 of the Act by a resolution passed at an Extraordinary General Meeting of the Company held on 14 April 1994 as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (i) the allotment of equity securities in connection with an offer (whether by way of rights, open offer or otherwise) of securities, open for acceptance for a period fixed by the directors, to holders of ordinary shares and such other equity securities of the Company as the directors may determine on the register on a fixed record date in proportion to their

respective holdings of such securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with 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) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £329,002;

and shall expire at the conclusion of the Annual General Meeting of the Company in 1996 or, if earlier 15 months after the passing of this resolution, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the directors may allot equity securities in pursuance of such offers or agreements; and

- (b) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this resolution herein.


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Chairman