

Company Number: 2131552

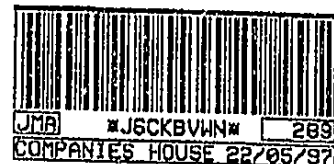
THE COMPANIES ACT 1985
A PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

of
TLS Plc
(Passed 20 May 1997)

At the Annual General Meeting of the Company, duly convened and held on 20 May 1997, the following resolutions were duly passed as indicated below:

ORDINARY RESOLUTIONS

1. THAT the board be and is hereby authorised to offer ordinary shareholders pursuant to the power contained in article 153 of the articles of association of the company the right to elect to receive additional ordinary shares credited as fully paid instead of cash in respect of any dividend or any part of any dividend to be declared for the financial year of the company ending on 31 December 1997, but so that this authority shall not extend beyond the conclusion of the next annual general meeting.
2. THAT the directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the company to allot relevant securities as therein defined up to 11,298,650 shares of 5p each representing 23.2 per cent of the issued share capital at 26 March 1997. This authority is to expire at the conclusion of the annual general meeting of the company to be held in 1998 or, if earlier, the date being 15 months from the passing of this resolution unless renewed, varied or revoked by the company in general meeting. This authority shall be in substitution for any previous authority conferred upon the directors pursuant to the said Section 80 prior to the date of the passing of this resolution which (to the extent that it remains in force and unexercised) is hereby revoked.



3. THAT the aggregate of the remuneration (by way of fee) of all the directors of the company in respect of which the board may determine the remuneration (by way of fee) of each director in accordance with article 101 of the articles of association of the company shall be increased to £150,000 per annum from £50,000 per annum.

SPECIAL RESOLUTIONS

4. THAT subject to the ordinary resolution set out in paragraph 2 above being duly passed, the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to Section 80 of the said Act as if Section 89(1) of the said Act did not apply to any such allotment provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with a rights issue in favour of or general offer to ordinary shareholders where the equity securities respectively attributable to the interests of all the ordinary shareholders are proportionate (as nearly as may be) to the number of ordinary shares held by them (but subject to such exclusions and other arrangements as the directors of the company may deem necessary or expedient in relation to fractional entitlements and any legal or practical difficulties under the laws of any overseas territory or the requirements of any regulatory body or stock exchange); and
 - (b) the allotment (otherwise than pursuant to sub-paragraph a. above) of equity securities up to 2,435,067 shares of 5p each representing 5 per cent of the issued share capital at 26 March 1997 and unless it is (prior to its expiry) duly renewed, varied or revoked shall expire at the conclusion of the annual general meeting of the company to be held in 1998 or 15 months from the date of passing of this resolution (whichever shall occur first) save that the company may before such expiry make any offer or agreement which would or may require equity securities to be allotted after such expiry and the directors of the company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired and provided also that the

authority and power hereby conferred shall be in substitution for any previous authority conferred upon the directors pursuant to the said Section 95 prior to the date of the passing of this resolution which (to the extent that it remains in force and unexercised) is hereby revoked.

A handwritten signature, possibly reading "P. D. Y.", is written over a horizontal dotted line.

Chairman