

Registered Number: 2131552

TLS Plc

RESOLUTION passed at an Extraordinary General Meeting of the Company held at the offices of Halliwell Landau, St James's Court, Brown Street, Manchester, M2 2JF on 25 September 1995 at 10.00 am:

ORDINARY RESOLUTION

1. **THAT:**

- a) the authorised share capital of the Company be and is hereby increased from £2,150,000 to £3,000,000 by the creation of 17,000,000 additional ordinary shares of 5 pence each ranking pari passu in all respects with the existing ordinary shares of 5 pence each;
- b) the Directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to 7,150,000 ordinary shares of 5 pence each representing 19.8 per cent of the issued share capital as at 6 September 1995. This authority is to expire at the conclusion of the annual general meeting of the Company to be held in 1996 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 addition to the previous authority conferred upon the Directors pursuant to section 80 by the resolution passed on 24 May 1995; and

2. **THAT:**

subject to the approval of the Inland Revenue pursuant to Schedule 9 Income and Corporation Taxes Act 1988 (and with any modifications necessary to obtain such



approval), the rules of the Approved Scheme a copy of which were produced to the meeting and were signed by the Chairman for the purposes of identification be amended by the deletion of rules 4.1-4.3 (inclusive) and the insertion of a new rule 4 in the following form:-

"No Option shall be granted on or after 25 September 1995 if the number of Shares comprised therein, when aggregated with the number of Shares:-

- (a) issued on the exercise of, or remaining capable of being issued on the exercise of, options granted;
- (b) issued on the exercise of, or remaining capable of being issued on the exercise of, options granted under any other share option scheme approved by the Company in general meeting; and
- (c) issued under any other employee share scheme approved by the Company in general meeting (not being a share option scheme);

would exceed 5 per cent of the Shares in issue from time to time."



J W Stewart
Secretary

Dated 25 September 1995