

Company No. 2155571

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

and

SPECIAL RESOLUTION

of

AUKETT ASSOCIATES PLC

Passed on 17 February 1997

At the Annual General Meeting of the Company duly convened and held at 2 Great Eastern Wharf, Parkgate Road, London SW11 4TT on 17 February 1997 the following resolutions were duly passed as an Ordinary Resolution and a Special Resolution respectively:

ORDINARY RESOLUTION

4. That the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £193,318 to such persons and upon such conditions as the directors may determine, such authority to expire at the conclusion of the next Annual General Meeting of the Company, 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.




SPECIAL RESOLUTION

5. That the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 (the "Act") to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority conferred by resolution 4 above as if Section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue and so that for this purpose "rights issue" means an offer of equity securities open for acceptance for a period fixed by the directors to holders of equity securities 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 or legal or practical problems under the laws of or requirements of any recognised regulatory authority or stock exchange in any country; and
- (b) the allotment (other than within the authority conferred in sub-paragraph (a) above) of equity securities for cash up to an aggregate nominal amount of £28,998,

and shall expire at the conclusion of the next Annual General Meeting of the Company, save 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 authority conferred hereby had not expired.



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Secretary