

17 - 09 - 97

Company No. 2262098

THE COMPANIES ACT 1985

PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

of

WRc plc ("the Company")

(Passed the 9th day of September 1997)

At an Extraordinary General Meeting of the above-named Company duly convened and held on the above date the following Resolution was duly passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

THAT the Articles of Association be amended as below:

i) Remuneration of Directors

Delete first sentence from Article 105 which reads:

"An executive director shall receive such remuneration (whether by way of salary, commission, participation in profits, pension or otherwise) as the directors may determine."

Amend Article 85 to read:

"The remuneration of directors shall be as follows:

(i) An executive director shall receive such remuneration (whether by way of salary, commission, participation in profits, pension or otherwise) as the board of directors may determine. The board of directors shall be entitled to delegate such authority to the board's remuneration committee.

(ii) A non-executive director shall receive such remuneration as may be determined by the board of directors. Such authority shall not be delegated by the board of directors to any other person(s) or committee. In addition any non-executive director who performs services which are in the opinion of the board of directors in excess of his normal duties may be paid such further remuneration as the board of directors may determine.

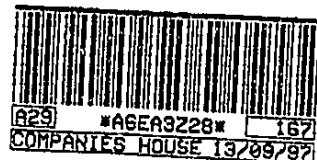
Such remuneration shall accrue from day to day. The directors shall also be paid all travelling, hotel and other expenses properly incurred by them in connection with the affairs or business of the company."

ii) Arrangements for Share Transfers

Delete Articles 27(iv) and 27(v).

Amend Article 27 (iii) such that the last sentence reads:

"Such proposal shall be deemed approved only if approved by a special resolution at such extraordinary general meeting and if such proposal is approved, Article 27 (i) shall not apply to any transfer made to implement such proposal."



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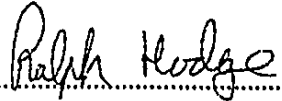
iii) Age of Directors

Amend Article 76 by deleting Article 76(ii) and replacing it with the following:
"(ii) such appointment would breach Article 84"

Replace the existing Article 84 with the following:

"84 (i) No person is capable of being appointed a director of the company for the first time if at the time of his appointment he has attained the age of 70.

(ii) Notwithstanding Article 84 (i) above, no person (who has first been appointed a director below the age of 70) shall become ineligible to remain or shall cease to be a director or shall become incapable of being re-appointed as a director by reason of his having thereafter attained the age of 70 or any other age, nor shall any special notice be required in connection with the re-appointment or the approval of the re-appointment of such a person."


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CHAIRMAN