

2311487

Delcam International Plc

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at Talbot Way, Small Heath Business Park, Birmingham on 10th April 1996 at 4.30 pm to transact the following business:

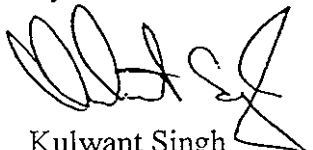
ORDINARY RESOLUTION

1. "THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of 5% of existing issued share capital during the period commencing on the date of the passing of this Resolution and expiring on 10th April 2001 (both dates inclusive), but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements."

SPECIAL RESOLUTION

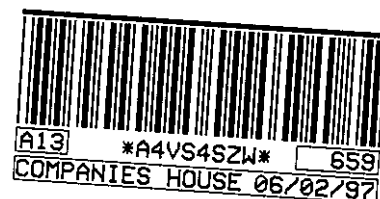
2. "THAT the power granted to the Directors (in accordance with section 95 Companies Act 1985) in Article 2(C) of the Articles of Association of the Company be and it is hereby renewed on identical terms save only that such power shall expire, unless previously renewed, on 10th April 2001."

By order of the Board

  
Kulwant Singh  
Company Secretary

18th March 1996  
Registered Office

Delcam International plc  
Talbot Way  
Small Heath Business park  
Birmingham B10 0HJ



Statement, issued by the Board, to accompany  
Notice of General Meeting

In accordance with legal requirements this statement is attached to the Notice of General Meeting to be held on 10th April 1996.

Section 89 Companies Act 1985 (the Act) prohibits the allotment of equity securities (shares in this case) for cash unless they have first been offered to holders of existing equity securities for subscription pro rata to their existing holdings. Section 95 of the Act permits the Directors in certain circumstances, and if so authorised by the Articles or by Special Resolution, to disapply or modify the pre-emption rights conferred by Section 89. Resolution No 2 sets out in the attached Notice of General Meeting, which will be proposed as a Special Resolution, if passed would disapply pre-emption rights for a period of five years from the date of the forthcoming General Meeting.

There is no present intention to issue any Ordinary Shares, but the purpose of Resolutions 1 and 2 above is to enable the Board, (once agreement has been reached with the membership) to allot shares to employees in connection with the proposed **SHARE SAVE SCHEME**. Any such shares allotted, it is anticipated, would be allotted for a subscription price reflecting current trading and valuation price.