

WTS GROUP LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on *22nd November* 1996 at 10a Frederick Close London WC2 2HD, the following resolutions were duly passed:

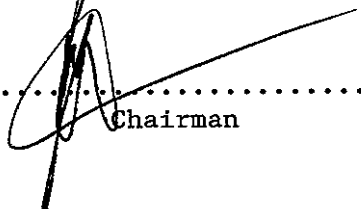
ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and it hereby is reconstituted by the conversion of 24,900 of the "B" Ordinary Shares of 5p each in the authorised but unissued share capital of the Company into 24,900 "A" Ordinary shares of 5p each in the authorised but unissued share capital of the Company ranking pari passu with the existing authorised "A" Ordinary Shares of 5p each in the capital of the Company.
2. THAT the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 Companies Act 1985) up to an aggregate nominal amount of £71,332 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of the date of this resolution 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 offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

3. THAT, the directors be and they are hereby empowered pursuant to clause 3.3 of the Company's Articles of Association to allot equity securities (within the meaning of section 94 Companies Act 1985) pursuant to the authority conferred by resolution 2 as if the provisions of clause 3.3 of the Company's Articles of Association did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £71,332 and shall expire on the fifth anniversary of the date of this resolution 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 offer or agreement as if the power conferred hereby had not expired.

Dated: *22nd November* 1996

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Chairman

