



Spargo Consulting PLC

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Annual General Meeting held on 30 April 1996

I hereby certify that the following Special Resolution was unanimously passed by the members of Spargo Consulting PLC at the Annual General Meeting held at the offices of Peel Hunt & Company Limited, 62 Threadneedle Street, London EC2R 8HP, on Tuesday 30 April 1996, and has been duly recorded in the minutes of the said meeting.

It was resolved 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 at section 94(2) of the Act) for cash pursuant to the general authority conferred on them by Resolution 6 as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of securities, open for acceptance for a period fixed by the Directors, to holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems arising under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory; and
- (b) the allotment (otherwise than pursuant to paragraph (a) above) of securities up to an aggregate nominal amount of £6250,

and shall expire, unless previously renewed, revoked or varied by the Company in general meeting, at such time as the general authority conferred on the Directors by Resolution 6 expires save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and, notwithstanding such expiry, the Directors may allot equity securities in pursuance of any such offer or agreement ”.

Signed and approved as correct record:

..... *A.L.R. Morton* **A.L.R. Morton**
Chairman

..... *30. April 1996* **Date**

