



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**ORDINARY AND SPECIAL RESOLUTIONS OF
THE SMALLER COMPANIES INVESTMENT TRUST PLC**

Passed 22nd April 1996

At the Annual General Meeting of the Company duly convened and held on 22nd April, 1996 the following Resolutions were duly passed. Resolutions 1 to 6 inclusive as Ordinary Resolutions and Resolutions 7 and 8 as Special Resolutions.

ORDINARY RESOLUTIONS

- 1 To receive the report of the Directors and the accounts for the year ended 31 December, 1995.
- 2 To declare a final dividend of 1.7p net per Ordinary Share.
- 3 To re-elect Mr. S.J. Cockburn as a Director of the Company.
- 4 To re-elect Mr. C.D. Fishwick as a Director of the Company.
- 5 To reappoint Arthur Andersen as auditors of the Company and to authorise the Directors to determine their remuneration.

SPECIAL RESOLUTIONS

- 6 That in substitution for any existing power under Section 80 of the Companies Act 1985 (as amended and in force from time to time) (the "Act") but without prejudice to the exercise of any such power prior to the date hereof, the Directors be and are hereby generally and unconditionally authorised in

accordance with Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal value of £8,000,000, such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 1997 but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred herein had not expired.

- 7 That, conditionally upon the passing of Resolution 6 above, in substitution for any existing power under Section 95 of the Companies Act 1985 (as amended and in force from time to time) (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the Directors be and are hereby empowered until the conclusion of the Annual General Meeting of the Company to be held in 1997, pursuant to Section 95 of the Act, to allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority given in accordance with Section 80 of the Act by Resolution 6 above as if Section 89(1) did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue or open offer in favour of shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them, subject to such exclusions or other arrangements that the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under any law or requirement of any regulatory authority or any stock exchange; and
- (b) the allotment for cash (otherwise than pursuant to subparagraph (a) above), of equity securities up to an aggregate nominal amount of £1,250,000;

but so this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

- 8 That:

- (a) the payments of interim dividends to shareholders of the Company ("**Dividends**") in respect of the half years ended 30 June 1991, 30 June, 1993, 30 June 1993 and 30 June 1994 be and they are hereby ratified and confirmed;
- (b) any and all claims which the Company may have against those shareholders who appeared on the register of members on the relevant

record dates or other recipients of the Dividends (or any of them), arising out of the payment of the Dividends (or any of them) be released and for the purpose of giving effect to such release any two Directors be and they are hereby authorised to execute on behalf of the Company a deed of release in favour of such shareholders and other recipients (in the form of the deed produced to this Meeting and signed by the Chairman for the purposes of identification);

- (c) any distribution involved in the giving of such release in relation to any particular Dividend be made out of the profits appropriated to such Dividend as aforesaid by reference to the record date identical to the record date for the Dividend concerned; and
- (d) any and all claims which the Company may have against its directors (both past and present) arising out of the payment of the Dividends be released and for the purposes of giving effect to such release any two Directors be and they are hereby authorised to execute on behalf of the Company a deed of release in favour of the Company's directors (in the form of the deed produced to this Meeting and signed by the Chairman for the purposes of identification).


.....
Chairman