

THE SMALLER COMPANIES INVESTMENT TRUST PLC
(Registered in England and Wales number 2508274)

SPECIAL RESOLUTION
pursuant to Section 95 of the Companies Act 1985

At the ANNUAL GENERAL MEETING of the above named Company held on 29th April 1997 at 99 Charterhouse Street, London EC1, the following Special Resolution was duly passed:

THAT, conditionally upon the passing of Resolution 6 in the Notice of Meeting, 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 1998, 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 as if Section 89(1) did not apply to any such allotment provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (or as nearly as may be) to the respective number of ordinary shares held by them, subject only 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 stock exchange; and
- (ii) the allotment for cash (otherwise than pursuant to (i) above) of equity securities up to an aggregate nominal amount of £1,225,000, representing approximately 5% of the Company's issued share capital at the date of the Annual Report and Notice of Annual General Meeting (19 March 1997) 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.

For and on behalf of
Aberdeen Trust PLC
Secretaries

30th April 1997

