

Quadramatic plcCompany No 2549191Notice of Resolutions

Notice is hereby given that at the Annual General Meeting of the Company held on 6 February 1997 the following resolutions were passed, of which Resolution 7 was passed as an ordinary resolution and Resolution 8 as a special resolution.

**7 Ordinary Resolution**

That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities of the Company (which in this resolution shall have the meaning given to that term in Section 80(2) of the Act) up to an aggregate nominal amount of £111,127 but so that:

- i) this authority shall (unless previously revoked or renewed) expire on the date being 15 months from the passing of this resolution or if earlier on the conclusion of the next Annual General Meeting of the Company;
- ii) the Company may before such expiry make an offer, agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities pursuant to any such offer, agreement or other arrangement as if the authority hereby conferred had not expired; and
- iii) this authority shall be in substitution for all previous authorities under Section 80 of the Act which are hereby revoked but without prejudice to any allotment, offer or agreement made or entered into prior to the date of this resolution.

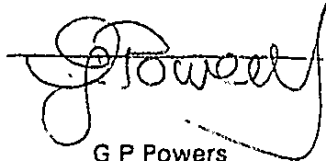
**8 Special Resolution**

That subject to and conditional upon the passing of the resolution numbered 7 set out in the Notice convening an Annual General Meeting of the Company on 6 February 1997 the Directors be and they hereby are empowered pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities of the Company (which in this resolution shall have the meaning given to that term in Section 94(2) of the Act) pursuant to the authority conferred by the resolution as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited:



14 - 02 - 97

- i) to the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders and holders of any other shares or securities of the Company that by their terms are entitled to participate in such rights issue where the equity securities respectively attributable to the interests of all ordinary shareholders and such holders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them or into which their shares or securities are to be deemed converted in calculating the extent of their participation but subject to such exclusions as the Directors may deem fit to deal with fractional entitlements or problems arising in respect of any overseas territory.
- ii) (otherwise than pursuant to sub paragraph i above) up to an aggregate nominal value of £73,940 and the authority given shall, unless revoked or renewed in accordance with Section 95(3) of the Act expire on the date being 15 months from the passing of this resolution or if earlier on the conclusion of the next Annual General Meeting of the Company except that the Company may before the expiry of such period make an offer, agreement or other arrangement which would or might require equity securities to be allotted in pursuance of any such offer, agreement or arrangement as if the power hereby conferred had not expired.



G P Powers  
Secretary

6 February 1997

# 14 - 02 - 97

## Quadramatic plc

Company No 2549191

### Notice of Resolution

Notice is hereby given that at the Extraordinary General Meeting of the Company held on 6 February 1997 the following resolution was passed as an ordinary Resolution.

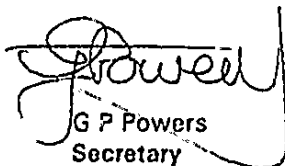
#### **Ordinary Resolution**

THAT:

The Quadramatic Bonus Share Plan to be constituted by the draft Rules produced to the meeting and initialled by the Chairman for the purpose of identification, the main features of which are summarised in Part II of the Chairman's letter to shareholders dated 9 January 1997 be and it is hereby approved, and the Directors be and they are hereby authorised to do all such acts and things as may be necessary or desirable to carry the same into effect (including modifying the Bonus Plan to take account of any tax, exchange control or securities regulations either generally or in relation to any participant or class of participants, provided that the limits on participation contained in the Bonus Plan continue to apply);

The Quadramatic Performance Share Plan to be constituted by the draft Rules produced to the meeting and initialled by the Chairman for the purpose of identification, the main features of which are summarised in Part III of the Chairman's letter to shareholders dated 9 January 1997 be and it is hereby approved, and the Directors be and they are hereby authorised to do all such acts and things as may be necessary or desirable to carry the same into effect (including modifying the Performance Plan to take account of any tax, exchange control or securities regulations either generally or in relation to any participant or class of participants, provided that the limits on participation contained in the Performance Plan continue to apply); and

The Quadramatic Employee Benefit Trust to be constituted by the draft Trust Deed produced to the meeting and initialled by the Chairman for the purpose of identification, the main features of which are summarised in part IV of the Chairman's letter to shareholders dated 8 January 1997 be and it is hereby approved, and the Directors be and they are hereby authorised to do all such acts and things as may be necessary or desirable to carry the same into effect.

  
G P Powers  
Secretary

7 February 1997

