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SPECIAL RESOLUTIONS

Notification of the Special Resolution passed by Shareholders at the Annual General Meeting held on Saturday 19th February 1994

SPECIAL RESOLUTION

1. That the Directors are unconditionally authorised (for the purposes of section 80 of the Companies Act 1985) to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total amount of the 120,000 new A Ordinary Shares and 80,000 new B Ordinary Shares of the Company referred to above at any time during the period of five years from the date hereof.

2. That by virtue of section 95(1) of the Companies Act 1985, section 89(1) shall not apply to the allotment of share or the granting of options pursuant to the authority conferred by the preceding paragraph of the resolution.

3. That any provision of the Articles of Association of the Company conferring rights of pre-emption to existing Members of the Company shall not apply to the issue or allotment or the grant of options over the issue of the 120,000 new A Ordinary Shares and 80,000 new B Ordinary Shares referred to above.

4. That the Articles of Association of the Company be amended in the manner following, that is to say:

a) By deletion in the present Article 9.3 of the words "up to four additional directors" and by substitution therein of the words "up to five additional directors."

b) By deletion in the present Article 14 of the words

"Unless otherwise agreed between the shareholders in writing the Company will not and will do any of the following without the written consent of the majority of the 'A' directors and all of the 'B' directors:-"

and by substitution therein of the words

"The Company will only do any of the following with the written consent of a majority of the 'A' and 'B' directors:-"

Sub-paragraphs (a) to (c) of Article 14 shall remain unaltered.

H. Clayton
SECRETARY

2/3/94

