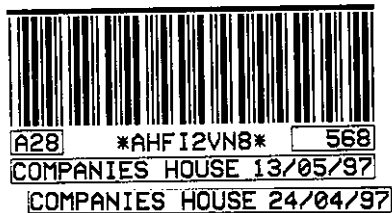


No. 2639897

THE COMPANIES ACT 1985 (AS AMENDED)

Public company limited by shares



RESOLUTION

of

FINELIST GROUP PLC

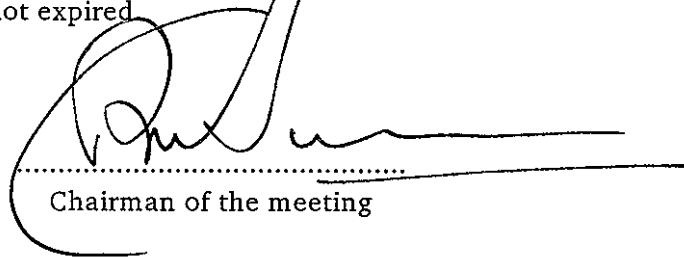
At an Extraordinary General Meeting of the above-named Company duly convened and held on 14th April, 1997 the following resolution was passed as a special resolution:

THAT:

- (1) the acquisition of Maccess Group Limited on the terms and conditions contained in the sale and purchase agreement dated 20th March 1997 between (1) Heywood Williams Group PLC and (2) the Company be and the same is hereby approved (subject to such minor modifications and amendments, if any, as may be approved by the Directors) and that the Directors be and they are hereby authorised to take all steps necessary or, in the opinion of the Directors, desirable to give effect to the said agreement;
- (2) the authorised share capital of the Company be increased from £4,440,500 to £5,340,000 by the creation of an additional 17,990,000 ordinary shares of 5p each;
- (3) the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 (the "Act") (without prejudice and in addition to any other authorities in force) to exercise all powers of the Company to allot relevant securities (within the meaning of such section) up to an aggregate nominal amount of £843,276 in connection, inter alia, with the proposed issue of new ordinary shares as described in the circular to shareholders dated 20th March, 1997, such authority to expire on 14th April 2002; and
- (4) in substitution for all existing powers, the Directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by sub-paragraph (3) above as if sub-section (1) of section 89 of the Act did not apply to any such allotment, PROVIDED THAT this power shall be limited:

- (A) to the allotment of equity securities in connection with an issue by way of rights and other pre-emptive issues in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them (subject in either case to such exclusions or other arrangements as the board may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise howsoever); and
- (B) to the allotment (otherwise than pursuant to sub-paragraph (A) above) of equity securities up to an aggregate nominal value of £197,185,

and shall expire upon the renewal of this power or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.



Chairman of the meeting