

AVONSIDE GROUP PLC

(registered no.: 2666866)

At the fourth Annual General Meeting of the Company held at Unit 5, Holden Road Trading Estate, Holden Road, Leigh, Lancashire, WN7 1EX on Tuesday 28th May 1996 the following resolutions were passed as to number 4 as an Ordinary Resolution and as to numbers 5 and 6 as Special Resolutions:

4. "That the authority of the directors contained in Article 5.2 (a) of the Articles of Association of the company (the "Articles"), pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "Act"), to exercise all the powers of the company to allot relevant securities (within the meaning of Section 80 (2) of the Act) up to an aggregate nominal amount equal to the Section 80 Amount (as defined in Article 5.2 (d) (iii) of the Articles) be and is hereby renewed, provided that the Section 80 Amount for the purposes of this renewed authority shall be relevant securities up to an aggregate nominal amount equal to £3,118,303 and that this renewed authority shall expire (save as provided in Article 5.2 (c) of the Articles) on the date which is five years from the date of passing this resolution."
5. "That the power of the directors contained in Article 5.2 (b) of the Articles to allot equity securities (within the meaning of Section 94 (2) of the Act) wholly for cash pursuant to and within the terms of the authority conferred in resolution 4 above:
 - (a) in connection with a Rights Issue (as defined in Article 5.2 (d) (i) of the Articles), and
 - (b) otherwise than in connection with a Rights Issue up to an aggregate nominal amount equal to the Section 89 Amount (as defined in Article 5.2 (d) (iv) of the Articles),

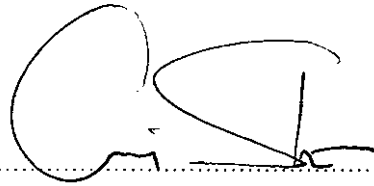


as if Section 89 (1) of the Act did not apply to any such allotment, be and is hereby renewed, provided that the Section 89 Amount for the purposes of this renewed power shall be equity securities up to an aggregate nominal amount of £544,084 and that this renewed power shall expire (save as provided in Article 5.2 (c) of the Articles) on the earlier of the date of the next Annual General Meeting of the company after the passing of this resolution and 27th August 1997."

6. "That the company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Act) of up to an aggregate of 4,352,678 ordinary shares of 25p each in the company ("ordinary shares") provided that:-

- (i) the minimum price which may be paid for each ordinary share is 25p (exclusive of advance corporation tax and expenses);
- (ii) the maximum price (exclusive of advance corporation tax and expenses) which may be paid for each ordinary share is an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the 10 business days before the purchase is made;
- (iii) unless previously revoked or varied, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the company or within 12 months from the date of the passing of this resolution, whichever shall be the earlier; and
- (iv) the company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority

which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract or contracts."

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a series of loops and a final vertical stroke.

Director