

THE COMPANIES ACT 1985

LUPUS CAPITAL PLC

At an extraordinary general meeting of Lupus Capital plc duly convened and held on 16 December 1999, the following resolution was passed as an ordinary resolution.


ORDINARY RESOLUTION

THAT:

- (a) (i) the proposed acquisition by the Company of all or any of the ordinary shares and all or any of the preference shares in the capital of Octroi Group PLC ("Octroi") issued and to be issued and the offer to the holders of dividend rights in relation to a redeemed class of preference shares in Octroi on the terms and subject to the conditions of the offers set out in the offer documents each dated 30 November 1999 issued by Sutherlands Limited (the "Octroi Offer Documents") (a copy of each of which document is produced to the meeting and signed for identification purposes by the Chairman of the meeting) or on and subject to the terms and conditions of any amended, extended, revised, renewed, additional or other offer or offers approved by the Board of Directors of the Company (the "Board" which expression shall in this Resolution include any duly constituted committee thereof) (the "Octroi Offers") be and is hereby approved and that the Board be and is hereby authorised to waive, amend, vary or extend any of the terms and conditions of the Octroi Offers and to do all such things as it may consider necessary or desirable in connection with the Octroi Offers;
- (ii) the purchase by the Company and/or any of its subsidiaries and its subsidiary undertakings of all or any ordinary shares or preference shares in the capital of Octroi on and subject to such terms and conditions as may be approved by the Board be and is hereby approved; and
- (iii) the Board be and is hereby authorised to procure that the Company and/or any of its subsidiaries and/or subsidiary undertakings enter into, amend and/or perform any agreement or arrangement with any third party or parties and/or waive any limitation of liability contained therein, whether in the ordinary course of business or otherwise, which it may consider in its absolute discretion necessary or desirable in connection with the purchase of any ordinary shares or preference shares in the capital of Octroi and/or Octroi's subsidiaries and/or Octroi's subsidiary undertakings or under which the Company and/or any of its subsidiaries and/or subsidiary undertakings agrees to grant or receive any option in respect of such shares and/or indemnify and/or accept liability for costs, expenses, commissions and/or losses, whether in whole or in part and whether or not on a contingent basis, incurred by such third party or parties directly or indirectly in connection with the purchase, holding and/or disposal of any such shares;

- (b) (i) the proposed acquisition by the Company of all the ordinary shares in the capital of Gall Thomson Environmental plc ("Gall Thomson") held by Octroi Investments Limited ("Octroi Investments") on the terms of a share purchase agreement ("Sale Agreement") dated 26 November 1999 (a copy of which document is produced to the meeting and signed for identification purposes by the Chairman of the meeting) and the proposed acquisition by the Company of all or any of the ordinary shares in the capital of Gall Thomson issued (except the ordinary shares held by Octroi Investments) and to be issued on the terms and subject to the conditions of the offer set out in the offer document dated 30 November 1999 issued by Sutherlands Limited (the "Gall Thomson Offer Document") (a copy of which document is produced to the meeting and signed for identification purposes by the Chairman of the meeting) or on and subject to the terms and conditions of any amended, extended, revised, renewed, additional or other agreement, offer or offers approved by the Board (the "Gall Thomson Offer") be and they are hereby approved and that the Board be and it is hereby authorised to waive, amend, vary or extend any of the terms and conditions of the Gall Thomson Offer and/or the Sale Agreement and to do all such things as it may consider necessary or desirable in connection with the Gall Thomson Offer and the Sale Agreement;
- (ii) the purchase by the Company and/or any of its subsidiaries and its subsidiary undertakings of all or any ordinary shares in the capital of Gall Thomson on and subject to such terms and conditions as may be approved by the Board be and is hereby approved; and
- (iii) the Board be and is hereby authorised to procure that the Company and/or any of its subsidiaries and/or subsidiary undertakings enter into, amend and/or perform any agreement or arrangement with any third party or parties and/or waive any limitation of liability contained therein, whether in the ordinary course of business or otherwise, which it may consider in its absolute discretion necessary or desirable in connection with the purchase of any ordinary shares in the capital of Gall Thomson and/or Gall Thomson's subsidiaries and/or Gall Thomson's subsidiary undertakings or under which the Company and/or any of its subsidiaries and/or subsidiary undertakings agrees to grant or receive any option in respect of such shares and/or indemnify and/or accept liability for costs, expenses, commissions and/or losses, whether in whole or in part and whether or not on a contingent basis, incurred by such third party or parties directly or indirectly in connection with the purchase, holding and/or disposal of any such shares;
- (c) Subject to and conditional upon the Octroi Offers and the Gall Thomson Offer each becoming or being declared unconditional in all respects (other than as regards the passing of this Resolution and the admission of the new Lupus ordinary shares of 0.5p each to the Official List of the London Stock Exchange Limited becoming effective and save to the extent that the Octroi Offers are conditional on the Gall Thomson Offer becoming unconditional and save to the extent that the Gall Thomson Offer is conditional on the Octroi Offers becoming unconditional):
- (i) the authorised share capital of the Company be increased from £500,000 to £1,050,000 by the creation of 110,000,000 new ordinary shares of 0.5p each;

- (ii) the Board be and is hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to allot relevant securities (as defined in that section) of the Company up to a maximum aggregate nominal amount of £550,000 provided that:
- (A) this authority will (unless renewed) expire at the conclusion of the Annual General Meeting of the Company to be held in 2000 or 4 September 2000 whichever is the earlier;
 - (B) the Company may before this authority expires make offers or agreements which would or might require relevant securities to be allotted under this authority after it expires and the Board may, notwithstanding such expiry, allot shares and grant such rights in pursuance of any such offer or agreement made by the Company before the expiry of this authority; and
 - (C) the authority hereby given shall be in addition to any existing authorities under section 80 of the Act.


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Chairman

Presented by: Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 0207 638 1111
Ref: LXL/LUP0100001