

Registered Number: 2848450

THE COMPANIES ACTS 1985 and 1989
SPECIAL RESOLUTIONS of
THE DENCARE MANAGEMENT GROUP PLC

Dated 16 August 1996

At the Extraordinary General Meeting of the Company duly convened and held at 4 Old Park Lane, London W1Y 3LJ on Friday 16 August 1996 at 2.30 p.m., the following Resolutions were passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. THAT subject to the passing of each of the Extraordinary Resolutions proposed at the General meetings of the holders of each class of share in the capital of the Company the Company adopt new articles of association in the form displayed at the meeting.
2. THAT subject to the passing of Resolution 1 above, the authorised share capital of the Company be increased from £1,117,000 to £1,181,000 by the creation of 640,000 new 'C' Ordinary Shares of 10p each having the rights and subject to the restrictions contained in the Articles of Association of the Company adopted pursuant to Resolution 1 above.
3. THAT subject to the passing of Resolution 1 above, the Directors be and they are hereby empowered pursuant to section 80 of the Companies Act 1985 and pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the Company's articles of association as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment provided that this power shall be limited to the allotment of 640,000 new 'C' Ordinary Shares of 10p each and to a further 15% of the existing issued 'B' Ordinary Shares.
4. THAT a waiver of the requirement that following the Investment Advent will or may otherwise have to make a general offer to the members of the company under the provisions of Rule 9 of the City Code on Takeovers & Mergers, be approved.


Chairman

