

THE COMPANIES ACT 1985  
PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

OF

CAMAS plc

At the Annual General Meeting of the members of the above-named Company, duly convened and held at Pittville Pump Room, Pittville Park, Cheltenham, Gloucestershire on Friday 3 May 1996 at 11.30am the following resolution was duly passed as a SPECIAL RESOLUTION:

"THAT the directors of the Company be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by Resolution Number 6 (as set out in the Notice of the Annual General Meeting dated 9 April 1996) for cash as if Section 89(1) of the Act did not apply to such allotments provided that this power shall be limited to:

- (a) allotments of equity securities in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate to the respective numbers of shares held by them (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of or any requirements of any recognised regulatory body or any stock exchange in any territory) and
- (b) allotments (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to a maximum aggregate nominal amount of £764,447

and shall expire on 3 August 1997 or, if earlier, the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make such offers or agreements which would or might require equity securities of the Company to be allotted after such expiry and the directors may allot equity securities in pursuance of such offers or agreements as if the power conferred by this resolution had not expired."

Signed: .....

Position: Assistant Secretary

Dated: 3 May 1996

