

No. 2927103

THE COMPANIES ACTS 1985

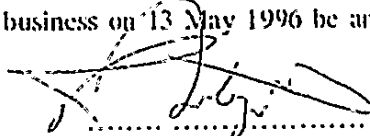
COMPANY LIMITED BY SHARES

EKCO GROUP LIMITED

At an Extraordinary General Meeting of the Company held at 5 Appold Street London EC2A 2HA on 14 May 1996 at 5:06 p.m. the following Resolutions were passed as to which Resolutions 1 and 2 were passed as Ordinary Resolutions and Resolutions 3 and 4 were passed as Special Resolutions.

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be and it is hereby increased from £634,000 to £987,206.66 by the creation of an additional 119,645 Ordinary Shares of £1 each identical to and ranking pari passu with the existing Ordinary Shares of £1 each of the Company and an additional 217,012 'A' Ordinary Shares of £1 each and an additional 1,654,966 Preference Shares of £0.01 each.
2. THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985) up to an aggregate nominal amount in addition to any amounts allotted prior to the date hereof under any other such authority of £308,603.66 provided that this authority shall expire five years from the date of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall supersede and shall replace any existing authority conferred upon the Directors pursuant to the said Section 80 to the extent not utilised at the date this Resolution is passed which authorities are hereby revoked.
3. THAT the making of a rights issue of £308,603.66 of 75,042 new Ordinary Shares of £1 per share, 217,012 'A' Ordinary Shares of £1 per share and 1,654,966 Preference Shares of 1p per share on the basis of 0.4867578 new Ordinary Shares for every one Ordinary Share, 0.4867562 new 'A' Ordinary Shares for every one 'A' Ordinary Shares and 0.4867547 new Preference Share for every Preference Share, held on the close of business on 13 May 1996 be and is hereby approved.

  
.....  
CHAIRMAN

PRESENTED BY:- ASHURST MORRIS CRISP  
BROADWALK HOUSE  
5 APPOLD STREET  
LONDON EC2A 2HA

