

14 - 02 - 98

3155883

## CONFIRMATION SOLUTIONS LIMITED

No: 3155883

SPECIAL RESOLUTIONS PASSED AT E.G.M.  
ON 20<sup>TH</sup> SEPTEMBER 1997

- (A) That the capital of the Company be increased to £238,071 by the creation of 237,971 ordinary shares of £1 each ranking pari passu for all purposes with the existing ordinary shares of £1.00 each in the capital of the Company
- (B) That the Board be unconditionally authorised for the purpose of the Companies Act 1985 Section 80 to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £238,071 provided that this authority shall expire 15 months from the date of the passing of this resolution save that the Company may prior to the expiry of such authority make an offer or agreement under which relevant securities would or might fall to be allotted after such expiry; and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired and this authority shall replace any previous authorities given under the Companies Act 1985 Section 80, which are revoked by this resolution.
- (C) That the grant of options to the following to subscribe for the number of shares set out against their name below of £1 each in the company at a subscription price of £1:00 per share be authorised and approved.

<u>Optionholder</u>	<u>Number of Shares</u>	<u>Exercise price per share</u>
<u>Simon Banks</u>	<u>13,000</u>	<u>£1</u>
<u>Alan Renforth</u>	<u>3,000</u>	<u>£1</u>
<u>Caitrona Moloney</u>	<u>3,000</u>	<u>£1</u>
<u>Nigel Worsley</u>	<u>1,500</u>	<u>£1</u>

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Company Secretary

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