

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES


ANDARIS GROUP LIMITED (the "Company")

WRITTEN RESOLUTION

(PURSUANT TO SECTION 381A COMPANIES ACT 1985)

We, the undersigned, being all the members of the Company entitled to attend and vote at any general meeting of the Company in respect of the Resolution set out below HEREBY AGREE pursuant to s.381A Companies Act 1985 that the following resolution be passed as a Special Resolution of the Company:

THAT the authorised share capital of the Company be increased to £14,393,101.80 by the creation of an additional 7,018,518 "B" Ordinary Shares of 10p each, ranking equally with the existing "B" Ordinary Shares of 10p each and article 2.1 of the Articles of Association of the Company be amended accordingly to reflect the amount of increased share capital and to insert the total number of "B" Ordinary Shares.


21/10/98

