

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

ORDINARY and SPECIAL RESOLUTION

of

SEMPLÉ COCHRANE PLC



At an extraordinary general meeting of the Company held at Paisley & District Chamber of Commerce, St Andrews Drive, Glasgow International Airport, Glasgow on 30 October 1997 the following resolutions were passed in respect of resolutions 1 and 4 as ordinary resolutions of the Company and in respect of resolutions 2, 3 and 5 as Special Resolutions of the Company:-

RESOLUTIONS

- 1 "THAT:- the authorised share capital of the Company be and is hereby increased from £860,000 to £1,300,000 by the creation of an additional 4,400,000 Ordinary Shares of 10 p each ("Ordinary Shares") in the capital of the Company."
- 2 "THAT:-
 - (a) Subject to the passing of Resolution 3 set out in the Notice of the meeting at which this Resolution is to be proposed as a special resolution the acquisition of the issued share capital of Garvel pursuant to an agreement dated 29 September 1997 ("the Garvel Acquisition Agreement") as described in the circular to shareholders dated 6 October 1997 ("the Circular") be and is hereby approved, and that the Directors

of the Company or a duly authorised committee thereof be and they are hereby authorised to do all such things, attend to all such matters and effect all such acts including, without limitation, the signing and/or execution of any documents and the approval of such non-material amendments or variations to the Garvel Acquisition Agreement as shall be necessary, expedient or desirable to complete or give effect to the transaction therein described any matters incidental thereto or connected therewith;

- (b) the Directors of the Company be and are hereby unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 "the Act") (in addition and without prejudice to any other such authority) up to an aggregate nominal amount of £70,000 in connection with the Garvel Acquisition Agreement and the Placing (as described in the Circular) provided that this authority shall expire on 31 December 1999 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 pursuant to such an offer or agreement as if the authority granted by this Resolution has not expired;
- (c) the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred upon them by paragraph (b) of this Resolution as if sub-section (1) of Section 89 of the Act did not apply to such allotment; and
- (d) the waiver of the obligation under Rule 9 of the City Code on Takeovers

and Mergers to make a general offer to the shareholders of the Company as a result of the allotment made pursuant to the Garvel Acquisition Agreement of Ordinary Shares of 10 p each in the capital of the Company, be and is hereby approved."

3 "THAT:-

- (a) Subject to the passing of Resolution 2 set out in the Notice of the meeting at which this Resolution is to be proposed as a special resolution the acquisition of the issued share capital of Forth pursuant to an agreement dated 29 September 1997 ("the Forth Acquisition Agreement") as described in the Circular be and is hereby approved, and that the Directors of the Company or a duly authorised committee thereof be and they are hereby authorised to do all such things, attend to all such matters and effect all such acts including, without limitation, the signing and/or execution of any documents and the approval of such non-material amendments or variations to the Forth Acquisition Agreement as shall be necessary, expedient or desirable to complete or give effect to the transaction therein described and any matters incidental thereto or connected therewith;
- (b) the Directors of the Company be and are hereby unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 "the Act) (in addition and without prejudice to any other such authority) up to an aggregate nominal amount of £85,000 in connection with the Forth Acquisition Agreement and the Placing provided that this authority shall expire on 31 December 1999 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 pursuant to such an offer or agreement as if the authority granted by this Resolution had not expired; and

- (c) the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred upon them by paragraph (b) of this Resolution as if sub-section (1) of Section 89 of the Act did not apply to such allotment."

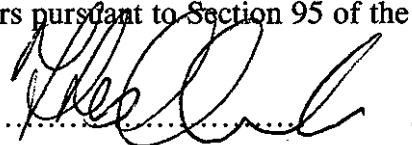
- 4 "THAT (in addition to the authorities conferred pursuant to Resolutions 2 and 3 above), the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) up to an aggregate nominal amount of £200,000, provided that this authority shall expire on the date being five years after the passing of this resolution unless renewed, varied or revoked by the Company in general meeting 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 an offer or agreement as if the authority conferred hereby had not expired and provided further that this authority shall be to the exclusion of and in substitution for any such earlier authority."

- 5 "THAT the Directors 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) for cash pursuant to the authority given by Resolution 4 set out in the Notice of the Meeting at which this Resolution is to

be proposed as if sub-section (1) of Section 89 of the Act did not apply to such allotment and shall be limited to:-

- (a) the allotment of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of ordinary shares where the equity securities respectively attributable to the interest of all such holders are proportionate (as nearly as may be) to the respective amounts of ordinary shares held by them, subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws or requirements of any recognised regulatory body in any territory or otherwise; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £43,674;

provided that the foregoing power shall expire at the conclusion of the annual general meeting of the Company to be held in 1998 or on the date being 15 months after the passing of this Resolution if earlier unless renewed, varied or revoked by the Company save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if this power has not been expired and the power conferred thereby shall be in substitution for any authority previously conferred on the Directors pursuant to Section 95 of the Act."



Director/Secretary

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