

No. 1031292

THE COMPANIES ACT'S 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

CPL AROMAS plc

(Passed 29 July 1998)



At the 1998 ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at Barrington Hall, Hatfield Broad Oak, Bishop's Stortford, Hertfordshire CM22 7LE on 29 July 1998 at 12 noon, the following resolutions were passed as special resolutions:-

SPECIAL RESOLUTIONS

7. THAT

- (i) the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities for cash, pursuant to the authority conferred on them to allot relevant securities (as defined in Section 80 of the Act) by sub-paragraph 1B of the special resolution passed at an Extraordinary General Meeting of the Company held on 8 March 1996, as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with an issue or offer by way of bonus or rights in favour of holders of Ordinary Shares and other persons entitled to participate by way of bonus or rights where the equity securities attributable to the interests of all holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held (or deemed to be held) by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient for the purpose of dealing with fractional entitlements or legal or practical problems under the laws of, or the requirements of, any

regulatory body, or any stock exchange, in any territory or by virtue of Ordinary Shares being represented by depository receipts;

- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this resolution) of equity securities up to an aggregate nominal amount of £65,264.70;

and shall expire at the conclusion of the Annual General Meeting of the Company next following the passing of this resolution or 15 months after the passing of this resolution (whichever is the earlier) save that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired. This authority shall be in substitution for any other power previously conferred on the Directors to allot equity securities wholly for a cash consideration otherwise than in accordance with Section 89(1) of the Act; and

- (ii) words and expressions defined in or for the purposes of Part IV of the Act shall in this resolution bear the same meanings.

8. THAT

the sum standing to the credit of the share premium account of the Company be reduced by the sum of £3,254,793.39.

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 CHAIRMAN