Company number 2366867

THE COMPANIES ACT 1985

RESOLUTIONS OF

SEEBOARD plc

At the Annual General Meeting of the Company held at the registered office, Forest Gate, Brighton Road, Crawley, West Sussex on 14 October 1996 the following resolutions were passed:-

1 **Ordinary Resolution**

THAT the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £6,262,342 to such persons at such times and upon such conditions as the directors may determine (subject to the Articles of Association of the Company) for a period of five (5) years from the date on which this resolution is passed, save that the Company may, before the end of such period, make offers or agreements which would or might require relevant securities to be allotted after the end of such period and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

2 **Special Resolution**

THAT the directors of the Company be and are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of such Act), pursuant to the authority conferred by the resolution above for cash as if section 89(1) of such Act did not apply to any such allotments provided that this power shall expire at the end of the period of five (5) years from the date on which this resolution is passed, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

.....

Company Secretary

16 October 1996

A34 *ANNALPW0* 89
COMPANIES HOUSE 18/10/96

Company number 2366867

THE COMPANIES ACT 1985

RESOLUTIONS OF

SEEBOARD plc

At the Annual General Meeting of the Company held at the registered office, Forest Gate, Brighton Road, Crawley, West Sussex on 14 October 1996 the following resolutions were passed:-

1 **Ordinary Resolution**

THAT the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £6,262,342 to such persons at such times and upon such conditions as the directors may determine (subject to the Articles of Association of the Company) for a period of five (5) years from the date on which this resolution is passed, save that the Company may, before the end of such period, make offers or agreements which would or might require relevant securities to be allotted after the end of such period and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

2 **Special Resolution**

THAT the directors of the Company be and are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of such Act), pursuant to the authority conferred by the resolution above for cash as if section 89(1) of such Act did not apply to any such allotments provided that this power shall expire at the end of the period of five (5) years from the date on which this resolution is passed, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

.....

Company Secretary

16 October 1996

A34 *AANNAJPWY* 87
COMPANIES HOUSE 18/10/96