

The Companies Act 1985

Company Limited by Shares

ROYALBLUE GROUP PLC
Special Resolution passed on 5 March 1997

At an **Extraordinary General Meeting** of the above named company, duly convened and held at Kings Court, Church Street East, Woking, Surrey GU21 1HA on 5 March 1997, the following resolutions were passed as Special Resolutions:

Special Resolutions

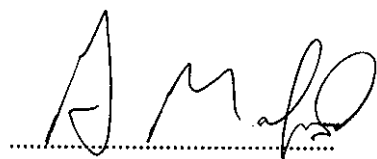
1. **THAT** the authorised share capital of the Company be increased from £69,577.90 to £70,320.20 by the creation of 7,423 new Ordinary Shares of 10p each such shares to form one class with the existing Ordinary Shares of the Company so that the entire authorised share capital of the Company issued and unissued comprises 619,202 Ordinary Shares of 10p each and 84,000 Cumulative Convertible Participating Preferred Ordinary Shares of 10p each.
2. **THAT** for the purposes of section 80 of the Companies Act 1985 ("the Act") (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):
 - 2.(i) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £742.30 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution;
 - 2.(ii) the Company be and is authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution;

so that such authority shall be in addition and without prejudice to all existing authorities pursuant to the said section 80.



3. **THAT** subject to the passing of resolution 2 in the Notice convening this meeting and in accordance with section 95 of the Act the Directors be and are empowered to allot equity securities (as defined in sub-section (2) of section 94 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by that resolution 2 up to a maximum nominal value of £742.30 as if sub-section (1) of section 89 of the Act did not apply during the period expiring at the end of five years from the date of the passing of this Resolution.

By Order of the Board

A handwritten signature in black ink, appearing to be 'A M. f. O.', written over a dotted line.

Company Secretary

Dated 5 March 1997