

30-01-98

No. 19628

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- OF -

COSALT PLC

(Passed on 19th January 1998)

At the ANNUAL GENERAL MEETING of the Members of the above named Company duly convened and held on the 19th day of January 1998, the following Resolutions were duly passed as Special Resolutions of the Company:-

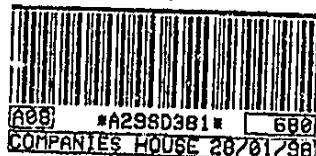
Resolution No. 5 - Special Resolution

"THAT in substitution for all previous authorities and powers granted to the Directors under Section 95 ("the Section") of the Companies Act 1985 ("the Act"), the Directors be and they are hereby authorised and empowered pursuant to the Section to allot equity securities (within the meaning of Section 94(2) of the Act) of the Company pursuant to the authority conferred by Ordinary Resolution No. 5, passed at the Annual General Meeting of the Company on 22nd January 1996, as if Section 89(1) of the Act did not apply to such allotment provided that the authority and power contained in this resolution shall be limited as follows:

- (a) to the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws or the rules or regulations of any jurisdiction, stock exchange or other regulatory body whatsoever; and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities which are or are to be wholly paid up in cash up to an aggregate nominal amount of £154,035; provided further that the authority and power hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or a period of 15 months after the passing of this Resolution, whichever is the earlier, unless such authority is renewed or extended at or prior to such time, save that the Company may before such expiry make any offer, agreement, or other arrangement which would or might require equity securities to be allotted otherwise than in accordance with Section 89 of the Act after expiry of this authority.

Resolution No. 6 Special Resolution

"THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of ordinary shares of 25p each in the capital of the Company ("ordinary shares") provided that



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- (a) the maximum number of ordinary shares hereby authorised to be purchased is 1,232,285;
- (b) the maximum price which may be paid for an ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily official List for the ten business days immediately preceding the day on which the ordinary share is purchased;
- (c) the minimum price which may be paid for an ordinary share is the par value of such ordinary share;
- (d) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract; and
- (e) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company, unless such authority is renewed prior to such time.



G H CAMAMILE
CHAIRMAN