

No. 170846

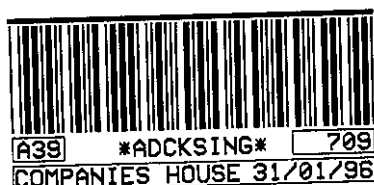
THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

SIDLAW GROUP plc

(passed 30th January 1996)



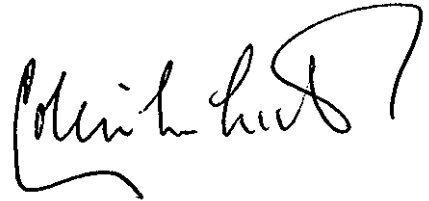
At the Annual General Meeting of the above-named Company held on Tuesday, 30th January 1996, the following Resolution was passed as a Special Resolution:

THAT:

- (a) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period ending on the date of the date of the next Annual General Meeting or on 31st March 1997, whichever is earlier, all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £5,700,000;
- (b) pursuant to and during the period of the said authority, the Directors be empowered to allot equity securities wholly for cash:
 - (i) in connection with a rights issue; and
 - (ii) otherwise than in connection with a rights issue, up to an aggregate nominal amount of £857,000 as if Section 89(1) of the said Act did not apply to any such allotment;
- (c) by such authority and power the Directors may during such period make offers or agreements which would or might require the making of allotments after the expiry of such period; and
- (d) for the purposes of this resolution:
 - (i) "rights issue" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the Register on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attached thereto (but subject to exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;
 - (ii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the

nominal amount of such shares which may be allotted pursuant to such rights;
and

- (iii) words and expressions defined in or for the purposes of Part IV of the said Act shall bear the same meanings herein.

A handwritten signature in black ink, appearing to read 'Colin M. Nichol', with a large, stylized flourish at the end.

Colin M. Nichol
Secretary

30th January 1996