

COMPANY NO. 431900

THE COMPANIES ACT 1985

LOCKER GROUP PLC

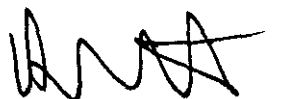
At the Annual General Meeting of the Company duly convened and held on 18th July 2000, the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 "the Act" to allot equity securities (within the meaning of Section 94 of that Act) for cash pursuant to the authority conferred by resolution passed on 21st July 1997 as if Section 89 (1) of that Act did not apply to such allotment, provided that the power conferred by this resolution shall be limited to:

- (1) the allotment of equity securities in connection with rights issues in favour of the holders of ordinary shares where the equity securities respectively attributable to the interests of all the holders of ordinary shares are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with 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; and
- (2) the allotment of equity securities (otherwise than pursuant to paragraph (1) above) up to an aggregate nominal amount of £200,000;

and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2001 or, if earlier, on 16th October 2001, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power had not expired.



.....
Director

