

1423001
(3)ECP. 25.4.1996

EXCO plc

**At the Annual General Meeting of the Company
held at 119 Cannon Street, London EC4N 5AX on Thursday 17th April, 1997**

THE FOLLOWING RESOLUTIONS WERE PASSED:

Ordinary Resolutions

1. That the Director's Report and the Audited Report and Accounts for the year ended 31st December 1996 be received and adopted.
2. That Coopers & Lybrand be reappointed auditors of the company and the Directors be authorised to determine their remuneration.
3. That a final dividend of 3.0p per share in respect of the year ended 31st December, 1996 be declared.
4. That Mr. J.A. Heywood be re-elected a Director of the Company.

Special Business

5. That in substitution for any other authority previously conferred on them, the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £11,133,841. This authority shall expire on 17th April 2002 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special Resolutions

6. That, subject to the passing of resolution 5 above, the directors be and they are hereby empowered to allot equity securities (as defined in Section 94(2) of the Act) of the Company pursuant to the authority conferred by Resolution 5 above as if Section 89(1) of the said Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:
 - (a) in connection with a rights issue in favour of ordinary shareholders where the equity securities offered are proportionate (as nearly as practicable) to the respective number of ordinary shares held by such holders but subject to such exclusions or other arrangements as the directors may deem necessary or desirable to deal with fractional entitlements, record dates, or legal or practical problems under the laws of, or the requirements of, any regulatory authority in any territory or otherwise howsoever; and/or



- (b) pursuant to the acceptance of any scrip dividend offer; and/or
- (c) otherwise than pursuant to (a) or (b) above for cash up to an aggregate nominal amount of £1,539,575, representing 5 per cent of the issued ordinary share capital of the Company as at the date hereof.

This power shall expire on the date of the Annual General Meeting of the Company to be held in 1998 or, if earlier, on 16th July 1998, save 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 conferred hereby had not expired.

7. That:

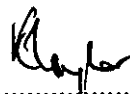
- (a) the Company be and is hereby generally and unconditionally authorised, pursuant to section 166 of the Companies Act 1985 to make market purchases (as defined in section 163 of the Companies Act 1985) of its own shares on such terms and in such a manner as the directors of the Company shall determine;

- (b) the general authority conferred by this resolution shall:

- (i) be limited to a maximum of 12,316,603 ordinary shares of 25p each (representing 10 per cent of the issued share capital of the Company at 18th March 1997);

- (ii) not permit payment of a price per ordinary share, exclusive of expenses, of less than 25p or more than 105 per cent, of the average price at which business was done in the ordinary shares of the Company on the Listed Securities Market of the London Stock Exchange for such shares as derived from the London Stock Exchange Daily Official List for the five business days in respect of which that list is published immediately preceding the day on which the shares are contracted to be purchased;

- (iii) expire on the conclusion of the next Annual General Meeting after the passing of this resolution or 16th July 1998 (whichever is the earlier) save that the Company may before the expiry of the power hereby conferred contract to purchase its own ordinary shares which requires or might require the purchase of such ordinary shares to be executed wholly or partly after such expiry.



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K.M. Taylor
Director