

THE GGT GROUP PLC

COMPANY REGISTRATION NUMBER: 1482152

ORDINARY RESOLUTIONS

At the Annual General Meeting of the above named Company held at 82 Dean Street London W1V 5AB on the 17th day of October 1996 the following Resolutions were passed having been proposed as Ordinary Resolutions:-

1. "THAT the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) up to an aggregate nominal amount of £166,844 provided that this authority shall expire on the date of the next Annual General Meeting or after fifteen (15) months from the date of passing of this resolution (whichever shall be the sooner) unless and to the extent that such authority is renewed or extended prior to such date and save that the Company may before such expiry make an offer or an agreement which would or might require the relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."
2. "THAT subject to the passing of the previous Resolution the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred by the previous Resolution 5 as if sub-section (1) of Section 89 of the Act did not apply to any such allotment PROVIDED that this power shall be limited:-
 - 2.1 to the allotment of equity securities in connection with a rights issue in favour of Ordinary shareholders proportionate (as nearly as may be) to the respective numbers of Ordinary shares held by them; and
 - 2.2 to the allotment (otherwise than pursuant to 2.1 above) of the equity securities up to an aggregate nominal value of £66,748 and shall expire on the date of the next Annual General Meeting of the Company or after fifteen (15) months from the date of passing of this Resolution (whichever shall be the sooner) unless and to the extent that such authority is renewed or extended prior to such date and save that the Company may before such expiry make an offer

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