

No. 2939693

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



RESOLUTION

of

WPD PLC
(passed on 21 September, 1995)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the offices of the Company on 21 September 1995 the following Resolutions were passed as Special Resolutions of the Company:-

1. THAT the name of the Company be changed to "Matcon Group plc";
2. THAT:
 - (a) the draft regulations contained in the printed document produced to the Meeting be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for the existing Articles of Association of the Company;
 - (b) (i) the authorised share capital of the Company be and it is hereby increased by £1,900,000 to £2,000,000 by the creation of an additional 900,000 Ordinary Shares of £1 each ranking *pari passu* in all respects as one class of shares with the existing shares of £1 each in the capital of the Company and £1,000,000 Preference Shares of £1 each; and
(ii) the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum nominal amount of £2,000,000 at any time or times during a period of 5 years from the date of the passing of this resolution on which date the authority given by this resolution shall expire and such authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

RW
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Director
for and on behalf of
Oval Nominees Limited

W.P.N.
.....
Director
for and on behalf of
Ovalsec Limited

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