

THE COMPANIES ACTS 1985 to 1989

SPECIAL RESOLUTION

OF

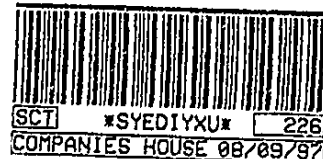
SEET PLC

REGISTERED NO: 46267

PASSED: 4TH SEPTEMBER 1997

At an Extraordinary General Meeting of the above company the undernoted resolution was duly passed as a special resolution:-

- (1) That, subject to and conditionally upon but effective immediately prior to the admission of the Existing Ordinary Shares and the New Ordinary Shares (as such terms are defined in the prospectus dated 13th August 1997 to which this notice is attached ("the Prospectus")) to the Official List of the London Stock Exchange Limited:
- (a) the authorised share capital of the Company be increased from £2,000,000 divided into 10,000,000 ordinary shares of 20p each to £4,000,000 divided into 20,000,000 ordinary shares of 20p each by the creation of an additional 10,000,000 ordinary shares of 20p each, to rank pari passu in all respects with the existing ordinary shares of 20p each in the capital of the Company;
- (b) pursuant to article 17 of the Articles of Association of the Company and in substitution for all existing authorities to like effect, the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot relevant securities (as defined in sub-section (2) of the Section) up to an aggregate nominal amount of £2,705,985 provided that this authority shall expire on the fifth anniversary of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting, provided that the Company may before such expiry make an offer or arrangement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuant of such an offer or agreement as if the authority conferred thereby had not expired;
- (c) pursuant to Article 18 of the Articles of Association of the Company, the directors of the Company be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (as defined in Section 94 (2) of the Act) of the Company for cash pursuant to the authority conferred in terms of paragraph (b) above, as if Section 89 (1) of the Act did not apply to such allotment provided that this power shall be limited:-



- (i) to the allotment of equity securities up to an aggregate nominal amount of £2,172,226 in connection with the Rights Issue (as defined in the Prospectus).
- (ii) to the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise or as regards shares held by an approved depository or in issue in uncertificated form or otherwise howsoever.
- (iii) to the allotment (otherwise than pursuant to sub-paragraphs (i) and (ii) above) of equity securities up to an aggregate nominal value of £176,598.

and that this authority shall expire on the earlier of 4 December 1998 and the date of the annual general meeting of the Company at which the accounts for the current financial period are laid before the Company unless previously renewed, varied or reduced by the Company in general meeting and provided 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 had not expired.

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CHAIRMAN

THE COMPANIES ACTS 1985 to 1989

SPECIAL RESOLUTION

OF

SEET PLC

REGISTERED NO: 46267

PASSED: 4TH SEPTEMBER 1997

At the Annual General Meeting of the above company the undernoted special resolution was duly passed:-

That, subject to and in accordance with article 9 of the company's articles of association, the company is hereby authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) on the London Stock Exchange up to an aggregate of 600,000 ordinary shares of 20p each (being approximately 11.97 per cent. of the issued share capital) at not less than nominal value and not more than 5 per cent. above the average of the middle market quotations derived from the London Stock Exchange Daily Official List for ten business days immediately before the purchase is made. This authority will remain in effect until the conclusion of the annual general meeting in 1998 at which meeting a resolution to renew it for a further year will be proposed.

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CHAIRMAN

SEET.24/EJC DR

*[Handwritten signature]*

