

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/EJCDR



