



THE COMPANIES ACTS 1985 AND 1989
A PUBLIC COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

FLARE GROUP PLC

PASSED THIS 13TH DAY OF MAY 1997

AT AN ANNUAL GENERAL MEETING OF THE Company duly convened and held at the St James' Room, Institute of Directors, 116 Pall Mall, London SW1 on 13 May 1997 the following resolution was passed as an ORDINARY RESOLUTION:

ORDINARY RESOLUTION

1. (a) THAT the Directors be generally and unconditionally authorised, in accordance with Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £1,965,824;
- (b) this authority shall expire at the earlier of fifteen months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company after the passing of this resolution;
- (c) the Company may, before this authority expires, make an offer or agreement which would or otherwise might require relevant securities to be allotted under this authority after it expires and the Directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired; and
- (d) all previous authorities under Section 80 of the Companies Act 1985 shall cease to have effect.