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FLARE GROUP PLC

At an Extraordinary General Meeting of the Company held at 105 Piccadilly, London W1V 9FN on 29 July 1996 at 10.00am the following resolutions were passed, resolution 1 as an Ordinary Resolution and resolution 2 as a Special Resolution:

ORDINARY RESOLUTION

- 1 THAT the proposed acquisition by the Company of the entire issued share capital of Purtain Limited and its wholly owned subsidiary, Gibbons Refractories Limited, on the terms of the agreement dated 4 July 1996 among NatWest Ventures Investments Limited and others (1) and the Company (2) together with such revisions, variations and amendments and extensions thereto of a non-material nature as the Directors (or a duly authorised committee of the Directors) may approve, be approved and the Directors (or duly authorised committee of Directors) be authorised to do, undertake, approve and execute all acts, things and documents as may seem to them necessary or expedient to complete the same.

SPECIAL RESOLUTION

- 2 THAT:
  - 2.1 the authorised share capital of the Company be increased from £8,210,000 to £9,210,000 by the creation of an additional 4,000,000 ordinary shares of 25p each;
  - 2.2 (a) 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 that Act) up to an aggregate nominal amount of £3,759,719.25;  
(b) this authority shall expire on the day five years 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;

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