

Company No 152305

THE COMPANIES ACT 1985 and THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of EXPAMET INTERNATIONAL PLC

Passed on 26 April 2000

At the Annual General Meeting of the Company duly convened and held at Painters' Hall, 9 Little Trinity Lane, London EC4, the following resolution was passed as a SPECIAL RESOLUTION:

THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 25p each in the Company ('ordinary shares') provided that:

- 1 the maximum number of ordinary shares hereby authorised to be acquired is 9,551,949;
- 2 the minimum price which may be paid for any ordinary share is 25p;
- 3 the maximum price which may be paid for any ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased;
- 4 the authority hereby conferred shall expire on the 25th July 2001 or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2001; and
- 5 the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract.

Certified a true copy

SECRETARY



Secretary



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COMPANIES HOUSE

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27/04/00