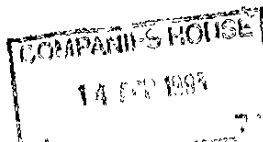


COMPANY NO: 1661935



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

FORVAIR PLC

(PASSED ON 7TH APRIL, 1993)

At the Annual General Meeting held at the Waterman's Hall, 18 St. Mary at Hill, London, EC3R 8EE on 7th April, 1993 the following resolutions were passed as Special Resolutions.

RESOLUTION 6

(a) That for the purposes of Section 80 of the Companies Act 1985 (expressions used in this resolution bearing the same meaning as in the said Section):

- (i) the Directors be generally and unconditionally authorised to allot relevant securities up to a maximum nominal amount of £11,211 to such persons at such times and on such terms as they think proper during the period expiring on 6 April 1998; and
- (ii) the Company be and it is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given in this resolution

and that all previous authorities of the Directors pursuant to Section 80 of the Companies Act 1985 be and are hereby revoked and

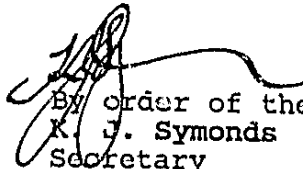
RESOLUTION 7

That subject to the passing of resolution 6 set out in the Notice convening this meeting, the Directors be empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash pursuant to the authority conferred upon them by that resolution as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment and so that:

- (a) references to allotment in this resolution shall be construed in accordance with Section 94(3) of the said Act; and
- (b) the power conferred by this resolution shall enable the Company to make any offer or agreement before the expiry of the said period which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding the expiry of such power;

Provided however, that the power conferred by this resolution shall expire at the conclusion of the next Annual General Meeting of the Company (except to the extent that the same is renewed or extended on or before that date) or, if earlier, on 7 July 1994, and shall be limited:

- (i) to the allotment of equity securities in connection with or pursuant, to an offer by way of rights to the holders of Ordinary shares and other persons entitled to participate therein, in the proportion (as nearly as may be) to such holders' or to such other persons' holdings of such shares (or, as appropriate, to the numbers of such shares which such other persons are for these purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal and practical problems under the laws of or the requirements of any recognised regulatory body in any territory; and
- (ii) to the allotment (otherwise than aforesaid) of equity securities up to an aggregate nominal amount of £15,350.


By order of the Board
K. J. Symonds
Secretary