

Company No 985998

The Companies Act 1985 and 1989

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

MILO PLC

Passed 4th April 1997


At an Extraordinary General Meeting of the Company, duly convened and held on the 4th day of April 1997, the following resolutions were passed that numbered 1 as a Special Resolution and that numbered 2 as an Ordinary Resolution.

SPECIAL RESOLUTION

1. That the terms of an agreement ("the Agreement") proposed to be made between Mr Michael Tattersall and the Company for the purchase by the Company out of distributable profits of 63,900 Ordinary Shares of £1 each in the capital of the Company upon the terms (including at the price of £9.2331768 per Ordinary Share) set out in the copy of the proposed Agreement attached and initialled by the Chairman for the purpose of identification be and are hereby approved and authorised and that the authority hereby given to the Company to acquire the said 63,900 Ordinary Shares of £1 each expire on 31st December 1997.

ORDINARY RESOLUTION

2. That the acquisition of 63,900 Ordinary Shares of £1 each in the capital of the Company at a price of £9.2331768 per Ordinary Share by the Company from Mr Michael Tattersall, being a director of the Company, upon the terms of the Agreement, be and is hereby approved for the purposes of Section 320 of the Companies Act 1985.


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Chairman

