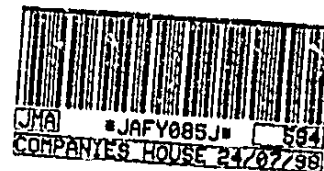


Company No: 267163



THE COMPANIES ACTS 1985 TO 1989
PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS
OF
HAMPTON TRUST PLC

At a the 65th Annual General Meeting of the Company duly convened and held at Hampton House, 20 Albert Embankment, London SE1 7TJ on 22 July 1998, the following resolutions were passed:

SPECIAL RESOLUTION

1. THAT subject to the sanction of the holders of the Convertible Preference Shares and the holders of the Loan Stock (each as defined in the accompanying circular of the Company dated 29 June 1998) by the passing of the resolution numbered 1 set out in the notices dated 29 June 1998 convening meetings of the holders thereof:
 - (a) the authority granted to the Company pursuant to the resolution of the Company passed on 12 September 1997 to make purchases of any of the Ordinary Shares (as defined in the accompanying circular) and Convertible Preference Shares in such manner and on such terms (subject to the provisions of the Articles (as defined in the accompanying circular)) as the Directors may from time to time determine be renewed pursuant to Section 166(a) of the Act (as defined in the accompanying circular) provided that:
 - (i) the authority hereby renewed shall, unless varied, revised or renewed, expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or 31 October 1999 (whichever is earlier), save that the Company shall be entitled under such authority to conclude at any time before the expiry thereof any contract of purchase of its own shares which will or might be executed wholly or partly after the expiry of such authority and to make a purchase of its own shares after such expiry pursuant to any such contract;
 - (ii) the maximum number of shares hereby authorised to be acquired is 5,812,227 Ordinary Shares and 1,297,156 Convertible Preference Shares;
 - (iii) the maximum price which may be paid for each Ordinary Share is an amount equal to 105 per cent. of the average of the middle market quotations for the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business

days prior to the date of purchase and the minimum price is 5 pence, such prices being exclusive of advanced corporation tax, if any, payable by the Company; and

- (iv) the maximum and minimum prices which may be paid for each Convertible Preference Share shall be determined in accordance with the Articles but in any event the maximum price shall not exceed 100 pence and the minimum price shall not be less than 5 pence, such prices being exclusive of any accrued dividends, stamp duty, commissions and other expenses.

ORDINARY RESOLUTION

- 2. THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80(1) of the Act to allot relevant securities (as defined in sub-section(2) of such Section) of the Company up to an aggregate nominal amount of £3,119,106 during the period from the date on which this resolution is passed until the conclusion of the next annual general meeting of the Company after the passing of this resolution or 31 October 1999 (whichever is the earlier) on which date such authority will expire unless previously varied or revoked by the Company in general meeting provided that the Directors shall be entitled under the authority hereby conferred to make at any time prior to the expiry of such authority any offer or agreement which would or might require such relevant securities as aforesaid to be allotted after the expiry of such authority and the Directors may allot any relevant securities after the expiry of such authority pursuant to such offer or agreement notwithstanding the expiry of such authority.

SPECIAL RESOLUTIONS

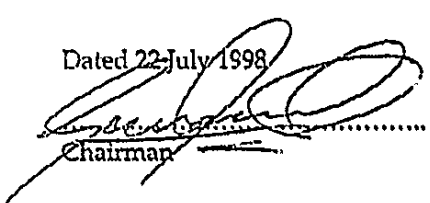
- 3. THAT the Directors be and they are hereby empowered until the conclusion of the next annual general meeting of the Company after the passing of this resolution or 31 October 1999 (whichever is the earlier) to allot equity securities (as defined in Section 94(2) of the Act) of the Company and the authority conferred by resolution 7 above as if Section 89(1) of the Act did not apply to such allotment and the Directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired notwithstanding its expiry providing that this power shall be limited to:
 - (a) the allotment of equity securities in connection with any invitation to the holders of Ordinary Shares and/or Convertible Preference Shares from time to time to subscribe by way of right, open offer or otherwise where the equity securities attributable to the interests of all the holders of such shares are proportionate (as nearly as may be) to the respective number of shares held by them (holdings of Convertible Preference Shares being treated for this purpose, if so required in accordance with their rights, as converted into holdings of the appropriate number of Ordinary Shares) but subject to any exceptions,

exclusions or other arrangements which in the opinion of the Directors are necessary or expedient for the purpose of dealing with fractional entitlements or legal or practical problems otherwise arising under the laws of any territory or the requirements of any recognised regulatory body or any other stock exchange in any other territory;

- (b) the allotment of equity securities pursuant to the Company's existing employees' share scheme or any other employees' share scheme approved by the members of the Company in general meeting;
- (c) the allotment (otherwise than pursuant to paragraphs (a) or (b) above) of equity securities up to an aggregate nominal amount of £296,000.

4 THAT subject to the sanction of the holders of the Ordinary Shares, the holders of the Convertible Preference Shares and the holders of the Loan Stock by the passing of the resolution (numbered 1, in the case of the holders of the Ordinary Shares, and numbered 2, in the case of the holders of the Convertible Preference Shares and the Loan Stock) set out in the notices dated 29 June 1998 convening meetings of the holders thereof, the new Articles of Association contained in the print produced to the meeting by the Chairman and initialled by him for the purposes of identification be and are hereby adopted as the Company's Articles of Association in substitution for all other existing articles of association.

Dated 22 July 1998


Chairman