

Company No : 267163

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTIONS

- of -

the holders of 8 per cent Convertible Loan Stock 2020

of

HAMPTON TRUST PLC

(the "Company")

(Passed on 12 September 1997)

The following resolutions were duly passed as extraordinary resolutions at a separate general meeting of the holders of 8 per cent convertible unsecured loan stock 2020 duly convened and held on 12 September 1997:

1. THAT this meeting hereby consents to and sanctions the renewal of the authority of the Company to make market purchases of any of its Ordinary Shares of 5 pence each ("Ordinary Shares") and 5½ per cent. (net) Cumulative Convertible Redeemable Preference Shares of £1 each in accordance with and subject to the limitations set out in the special resolution numbered 6 and proposed to the holders of Ordinary Shares and the holders of 7½ per cent. (net) Preferred Shares of 50 pence each and the holders of 5½ per cent. (net) Cumulative Convertible Redeemable Preference Shares of £1 each in the Company set out in the notice of the Annual General Meeting of the Company to be held on 12 September 1997.
2. THAT this meeting hereby consents to and sanctions this passing as a special resolution, of the resolution numbered 11 set out in the notice of the Annual General Meeting of the Company to be held on 12 September 1997 accompanying this notice and the reduction of capital, subsequent consolidation and variation of rights granted under the various instruments and articles of association of the company to be effected thereby.


Chairman



Company No : 267163

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION


- of -

the holders of Ordinary Shares of 5p each
in the capital of
HAMPTON TRUST PLC
(the "Company")

(Passed on 12 September 1997)

The following resolution was duly passed as an extraordinary resolution at a separate general meeting of the holders of Ordinary Shares of 5 pence each in the capital of the Company duly convened and held on 12 September 1997:

1. THAT this meeting hereby consents to and sanctions the passing as a special resolution, of the resolution numbered 11 set out in the notice of the Annual General Meeting of the Company to be held on 12 September 1997 and the reduction of capital, subsequent consolidation and variation of rights granted under the various instruments and articles of association of the Company to be effected thereby.


Chairman



Company No : 267163

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

- of -

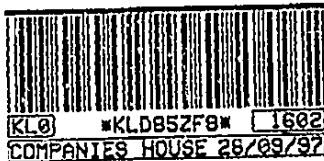
the holders of warrants to subscribe for ordinary shares of 5 pence each
in the capital of
HAMPTON TRUST PLC
(the "Company")

(Passed on 12 September 1997)

The following resolution was duly passed as an extraordinary resolution at a separate general meeting of the holders of warrants to subscribe for ordinary shares of £1 each in the capital of the Company duly convened and held on 12 September 1997:

1. THAT this meeting hereby consents to and sanctions the renewal of the authority of the Company to make market purchases of any of its Ordinary Shares of 5 pence each ("Ordinary Shares") and 5½ per cent. (net) Cumulative Convertible Redeemable Preference Shares of £1 each in accordance with and subject to the limitations set out in the special resolution numbered 6 and proposed to the holders of Ordinary Shares, the holders of 7½ per cent. (net) Preferred Shares of 50 pence each and the holders of 5½ per cent. (net) Cumulative Convertible Redeemable Preference Shares of £1 each in the Company set out in the notice of the Annual General Meeting of the Company to be held on 12 September 1997.


.....Chairman



Company No : 267163

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTIONS

- of -

the holders of 5½ per cent. (net) cumulative
convertible redeemable preference shares of £1 each
in the capital of
HAMPTON TRUST PLC
(the "Company")

(Passed on 15 September 1997)

The following resolutions were duly passed as extraordinary resolutions at a separate general meeting of the holders of the 5½ per cent. (net) cumulative convertible redeemable preference shares of £1 each in the capital of the Company duly convened and held on 15 September 1997:

1. THAT this meeting hereby consents to and sanctions the renewal of the authority of the Company to make market purchases of its Ordinary Shares of 5 pence each ("Ordinary Shares") and 5½ per cent. (net) Cumulative Convertible Redeemable Preference Shares of £1 each in accordance with and subject to the limitations set out in the special resolution numbered 6 and proposed to the holders of Ordinary Shares, the holders of 7½ per cent (net) Preferred Shares of 50 pence each and the holders of the 5½ per cent (net) Cumulative Convertible Redeemable Preference Shares of £1 each in the Company at the notice of the Annual General Meeting of the Company held on 12 September 1997.
2. THAT this meeting hereby consents to and sanctions the passing as a special resolution, of the resolution numbered 11 set out in the notice of the Annual General Meeting of the Company to be held on 12th September 1997 and the reduction of capital, subsequent consolidation and variation of rights granted under the various instruments and articles of association of the Company to be effected thereby.


Chairman



Company No : 267163

THE COMPANIES ACT 1985



PUBLIC COMPANY LIMITED BY SHARES

RESOLUTION
- of -
HAMPTON TRUST PLC
(the "Company")

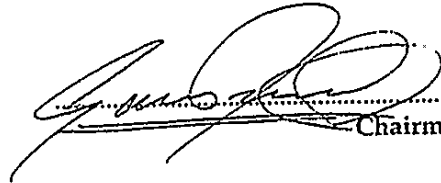
The following resolution was duly passed as an ordinary resolution at an extraordinary general meeting of the Company duly convened and held on 26 September 1997:

ORDINARY RESOLUTION

1. THAT:

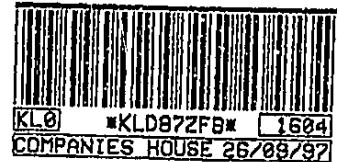
- (a) the acquisition by the Company of a property portfolio from PDFM Limited ("PDFM") in consideration for cash and the allotment of shares in the Company to PDFM pursuant to and on the terms of the conditional agreements dated 15 August 1997 between the Company and PDFM (a copy of each of which marked "A" and "B" is to be produced to the meeting and signed by the Chairman for the purposes of identification) subject to any variation, modification or amendment thereto (provided that any such variation, modification and amendment is not material) approved by the Directors (or any duly authorised committee of them) and as described in the listing particulars of the Company dated 18 August 1997 and the taking of all necessary steps and other action that might be necessary or desirable or expedient in connection with such acquisition be approved and the Directors (or any duly authorised committee of them) be authorised and empowered to carry the same into effect.
- (b) subject to the satisfaction of the conditions set out in the two conditional agreements referred to in paragraph (a) of this resolution (other than any conditions thereof as relate to the creation, allotment and admission to the Official List of the London Stock Exchange of such new Ordinary Shares) the share capital of the Company be increased by the creation of 18,000,000 new Ordinary Shares of 5p each, to rank pari passu with and having the same rights and being subject to the same restrictions as the existing issued Ordinary Shares.
- (c) (i) pursuant to and in accordance with Section 80 of the Companies Act 1985, the Directors be generally and unconditionally authorised to exercise for the period of 12 months from the date when this resolution is passed all the powers of the Company to allot the new Ordinary Shares created pursuant to paragraph (b) of this resolution;

- (ii) pursuant to such authority, the Directors may make an offer or agreement which would or might require those securities to be allotted after the expiry of such period; and
- (iii) words and expressions defined in or for the purposes of Section 80 of the Companies Act 1985 shall have the same meanings in this resolution.


Chairman

Company No : 267163

THE COMPANIES ACT 1985



PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

HAMPTON TRUST PLC
(the "Company")

(Passed on 12 September 1997)

The following resolutions were duly passed, numbers 1 and 3 as ordinary resolutions and resolutions numbered 2, 4, 5 and 6 as special resolutions, at the annual general meeting of the Company duly convened and held on 12 September 1997:

ORDINARY RESOLUTION

1. THAT subject to the sanction of the holders of 5½ per cent. (net) Cumulative Convertible Redeemable Preference Shares of £1 each in the Company (the "Convertible Redeemable Preference Shares"), the holders of the Warrants to subscribe for Ordinary Shares of 5 pence each in the Company (the "Warrants") and the holders of 8 per cent. Convertible Unsecured Loan Stock 2020 (the "Loan Stock") by the passing of the resolution numbered 1 in the notices dated 18th August 1997 convening meetings of the holders thereof:
 - (a) the authority granted to the Company pursuant to the resolution of the Company passed on 5th September 1996 to make purchases of any of the Ordinary Shares of 5 pence each in the Company ("Ordinary Shares") and Convertible Redeemable Preference Shares in such manner and on such terms (subject to the provisions of the Articles in respect of the Convertible Redeemable Preference Shares) as the Directors may from time to time determine be renewed pursuant to Section 166(a) of the Act 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 28th February 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 4,929,755 Ordinary Shares and 1,297,456 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 10 business days prior to the date of purchase and the minimum price is 5 pence, such prices being exclusive of advance 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.

SPECIAL 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 £3,430,115.45 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 31st December 1998 (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.

ORDINARY RESOLUTION

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 31st December 1998 (whichever is the earlier) to allot equity securities (as defined in Section 94(2) of the Act) of the Company under the authority conferred by resolution 2 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 provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with any invitation made to the holders of Ordinary Shares and/or Convertible Redeemable Preference Shares from time to time to subscribe by way of rights, 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 territory;

- (b) the allotment of equity securities pursuant to the terms of 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 of equity securities pursuant to the exercise of subscription rights by the holders of the Warrants to subscribe for Ordinary Shares;
- (d) the allotment (otherwise than pursuant to paragraphs (a), (b) or (c) above) of equity securities up to an aggregate nominal amount of £251,015.10.

SPECIAL RESOLUTIONS

4. THAT the Directors be and they are hereby authorised pursuant to article 125A of the Articles to permit, to the extent determined by the Directors, the holders of Ordinary Shares to elect to receive new Ordinary Shares instead of all or any part of the interim or final dividends to be declared or to be paid in respect of the financial year of the Company ending on 31st March 1998 and to capitalise and apply amounts in paying up in full and allot such new Ordinary Shares in accordance with such article.
5. THAT the payment of fees to the non-executive Directors of the Company in an amount exceeding that provided for in Article 76 of the Articles but not exceeding £100,000 per annum to be paid by the Company between 1st April 1997 and the conclusion of the next annual general meeting of the Company be and is hereby approved.
6. THAT subject to the sanction of the holders of the Ordinary Shares, Convertible Redeemable Preference Shares and the Loan Stock by the passing of the resolution (in the case of the Ordinary Shares, numbered 1, and in the case of the Convertible Redeemable Preference Shares and the Loan Stock, numbered 2) in the notices convening meetings of holders thereof:
 - (a) the share capital of the Company be reduced by cancelling and extinguishing the 7½ per cent. (net) Preferred Shares of 50 pence each in the Company and by repaying to the holders thereof the capital paid up or credited as paid up thereon; and
 - (b) the capital of the Company be further reduced by:
 - (i) reducing the Share Premium Account of the Company by £9,565,475; and
 - (ii) cancelling and extinguishing 0.359 pence per Ordinary Share (whether issued or unissued) and by reducing the nominal value of each such

share (whether issued or unissued) to 4.641 pence;

and by applying the reserve arising in the books and records of the Company upon such reduction taking effect;

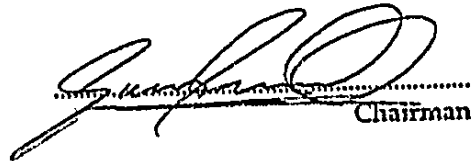
- (1) in eliminating the deficit arising in the Company's profit and loss account as a result of the Company writing down its investment in Titan Resources NL, a company incorporated under the laws of Victoria, Australia ("Titan") to its market value as at 14th August 1997; and
- (2) as to the balance thereof, in repaying capital to the holders of the said Ordinary Shares which are in issue at the date when the proposed reduction of capital provided for in paragraph (b) of this resolution shall take effect on terms whereby the same shall not be paid in cash but shall be given effect by the transfer by the Company of ordinary shares of AUS\$0.20 each in Titan ("Titan Shares") at the rate of 427.68 Titan Shares for every 1,600 Ordinary Shares in the Company so held and provided further that:
 - (A) no holder of Ordinary Shares in the Company shall be entitled to any fraction of a Titan Share and all such fractions shall be aggregated and held by or sold for the benefit of the Company as the Directors of the Company shall think fit; and
 - (B) in case of any difficulty arising in regard to the said transfer the Directors be and they are hereby authorised to resolve the same in such manner as they may in their absolute discretion determine;
- (c) the Share Premium Account of the Company be further reduced by £400,000 in order to defray the costs of and incidental to the proposed distribution of Titan Shares; and
- (d) subject to and forthwith upon the reduction of capital provided for in paragraph (b) of this resolution taking effect:
 - (i) part of the amount standing to the credit of the Share Premium Account of the Company shall be capitalised provided that such amount shall be the minimum necessary to increase the issued Ordinary Share capital to such number as shall upon the consolidation and subdivision referred to in sub-paragraph (ii) below of this paragraph (d) of this resolution produce a whole number of Ordinary Shares of 5 pence each and the Directors of the company be and they are hereby authorised to allot and issue all such shares up to a maximum of 1,599 ordinary shares of 4.641 pence each to such member(s) of the Company including one of their number as they shall in their absolute discretion determine;
 - (ii) every 1,600 ordinary shares of 4.641 pence each in the capital of the Company be and are hereby consolidated and subdivided into 1,485 Ordinary Shares of 5 pence each; and

- (iii) the Articles be amended by deleting therefrom in Article 3(3)(c)(1) the number of "38.4615" and by inserting in place thereof the number "42.30765";

provided further that no holder of ordinary shares of 4.641 pence each in the capital of the Company shall be entitled to any fraction of an Ordinary Share of 5 pence each and all such fractions shall be aggregated and sold for the benefit of the Company as the Directors of the Company shall think fit and in case of any difficulty arising in regard to the said consolidation and subdivision the Directors be and they are hereby authorised to resolve the same in such manner as they may in their absolute discretion determine; and

- (c) the Company in general meeting hereby authorises and directs the Directors of the Company to take any and all necessary steps to effect an alteration of the rights attaching to the Loan Stock and the Convertible Redeemable Preference Shares so that, upon the reduction of capital provided for in paragraph (b) of this resolution taking effect, the rights attaching to the same shall be duly varied to enable:
- (i) the conversion of the said Loan Stock at the rate of 129.4117 Ordinary Shares per £100 nominal; and
 - (ii) the conversion of the said Convertible Redeemable Preference Shares at the rate of 42.30765 Ordinary Shares for every £100 nominal;

in substitution for the relevant conversion rates in force at the date of this Notice.


Chairman