

20 - 07 - 95

Company No. 3049897

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

FARTHINGFROST LIMITED

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on *3 July 1995* the following resolutions were passed as ordinary resolutions.

ORDINARY RESOLUTIONS

1. THAT the authorised capital of the Company be increased to £ 200,000,000 by the creation of 199,999,900 shares of £1 each.
2. THAT in substitution for all existing authorities the directors of the Company be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £199,999,998 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of the date of passing of this resolution but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.


CHAIRMAN



20 - 07 - 95

Company No. 3049897

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

FARTHINGFROST LIMITED

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on *2 July 1995* the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

1. THAT the articles of association of the Company be amended by deleting the reference to Regulation 67 of Table A in Article 1B.


CHAIRMAN

