

Company Number: 57410

The Companies Acts 1948 to 1989

BTR plc

Company Limited by shares

SPECIAL RESOLUTIONS

At an Extraordinary General Meeting of the members of the Company held at Queen Elizabeth II Conference Centre, Broad Sanctuary on 20 November 1995, the following Special Resolutions were duly passed:

"THAT subject to, and conditional upon, the Scheme of Arrangement (the "Scheme") proposed to be made between Nylex, holders of ordinary shares of Australian 50 cents each in Nylex ("Nylex Shareholders"), holders of options over ordinary shares in Nylex pursuant to the share option schemes of Nylex ("Nylex Optionholders") and holders of the non-maturing unsecured subordinated convertible notes of Nylex ("Nylex Convertible Noteholders") pursuant to Section 411 of the Australian Corporations Law, details of which are contained in the booklet incorporating an explanatory statement dated 13 October 1995 and sent to such Nylex shareholders, Nylex Optionholders and Nylex Convertible Noteholders by Nylex (a copy of which document is produced to the Meeting and for identification purposes signed by the Chairman of the Meeting) becoming effective in accordance with its terms and further conditional upon the admission of the new BTR 'A' Shares referred to in this resolution to listing on the Australian Stock Exchange:

- (i) the authorised share capital of the Company be and it is hereby increased from £1,320,000,000 to £1,400,000,000 by the creation of 320,000,000 new BTR 'A' Shares of 1p each in the capital of the Company, such shares to have the rights and to be subject to the restrictions set out in the Company's Articles of Association as adopted pursuant to this resolution and 7,680,000,000 undesignated shares of 1p each in the capital of the Company;
- (ii) the Directors be and they are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 (the "Act"), to exercise the powers of the Company to allot up to an aggregate nominal amount of



£80,000,000 in relation to the new BTR 'A' Shares and the undesignated shares referred to in paragraph (i) of this resolution provided that the authority conferred hereby shall expire on 19 November 2000 and so that the authority conferred hereby shall be additional and without prejudice to any existing authority conferred upon the Directors to allot relevant securities of the Company and so that this authority shall allow and enable the Company and the Directors to make offers or agreements before the expiry of this authority which would or might require the relevant securities the subject of this authority, to be allotted after such expiry and the Directors may allot such relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired; and

- (iii) the new Articles of Association in the form of the document produced to the Meeting, and for identification purposes signed by the Chairman of the Meeting, be and are hereby adopted in substitution for the existing Articles of Association."

"THAT the share premium account of the Company be reduced by £600 million".



R C Brown
Company Secretary