

Company No. 1465195

The Companies Act 1985
Company Limited by Shares

SPECIAL RESOLUTIONS
of
NORMANS GROUP PLC

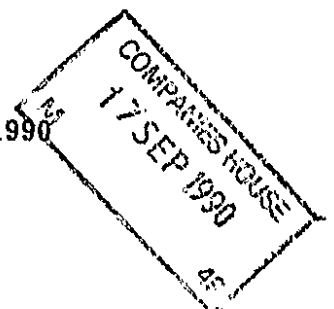
Passed on 13 September 1990

At the ANNUAL GENERAL MEETING of the above named Company duly convened and held at The Brewery, Chiswell Street, London, EC1Y 4SD on 13 September 1990 the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company:-

SPECIAL RESOLUTIONS

1. THAT, the Articles of Association of the company be altered by the addition of the following new Article 46A :-

'Subject to the provisions of the Statutes (and in particular The Companies Act 1985) the company may purchase its own shares (including any redeemable shares) provided that, if at the relevant date for approval of the proposed authority to purchase its own shares there shall be in issue any shares of a class entitling the holders thereof to convert into ordinary shares in the capital of the company then no such purchase shall take place unless it has been sanctioned by an Extraordinary Resolution passed at a separate class meeting (or meetings if there is more than one class) of the holders of any such class of convertible shares.



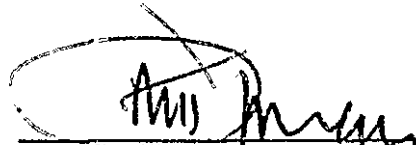
2. THAT, in accordance with new Article 46A of the Articles of Association of the company and The Companies Act 1985, and subject to the sanction of an Extraordinary Resolution passed at separate meetings of the holders of 8 3/4% convertible unsecured loan stock 1999/2004 and of variable rate cumulative convertible redeemable preference shares the company is generally and unconditionally authorised to make market purchases (within the meaning of Section 163) of the Companies Act 1985) of ordinary shares of 10p each in the capital of the company on such terms and in such manner as the Board of Directors of the company may from time to time determine PROVIDED THAT :-

(a) the maximum number of ordinary shares that may be purchased pursuant to this authority is 5,000,000;

(b) the maximum price which may be paid for an ordinary share purchased pursuant to this authority is an amount equal to 105% of the average of the middle market prices shown in the quotations for ordinary shares in The International Stock Exchange London Daily Official List for the ten business days immediately preceding the day on which that ordinary share is purchased and the minimum price which may be paid is 10p per ordinary share (in each case exclusive of expenses and advance corporation tax (if any) payable by the company;

(c) this authority will expire at the conclusion of the next Annual General Meeting of the company unless renewed before that time, but the company may make a contract to purchase its ordinary shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract.

3. THAT, the powers and authorities conferred on the directors pursuant to Section 95 of the Companies Act 1985 by Special Resolution passed on 14 September 1989 be renewed for the period until the Annual General Meeting of the company in 1991 and for such period the prescribed amount shall be £331,753.

A handwritten signature in dark ink, appearing to be 'A. J. M.', is written over a horizontal line. The signature is stylized and cursive.

Chairman