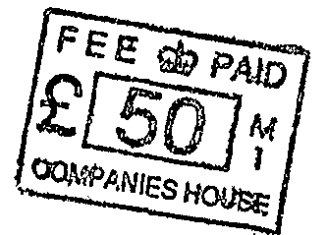


THE COMPANIES ACT 1985

T.J. HUGHES & COMPANY LIMITED

SPECIAL RESOLUTIONS

Passed on 22nd April 1992

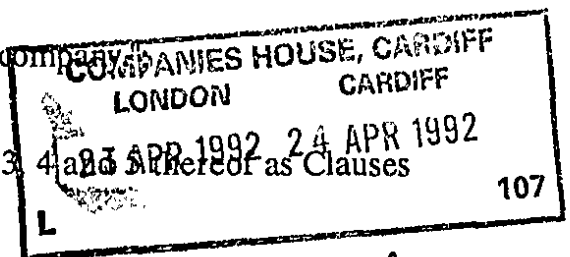


AT an Extraordinary General Meeting of the above-named Company, duly convened and held on 22nd April 1992, the following Resolutions were passed as Special Resolutions, namely:-

SPECIAL RESOLUTIONS

- 1 THAT the name of the Company be changed to "T.J. Hughes plc".
- 2 THAT the Company be re-registered as a public company pursuant to section 43 of the Companies Act 1985.
- 3 THAT the provisions of the Memorandum of Association of the Company be altered as follows:-
 - (i) by deleting the name of the Company as set out in Clause 1 thereof and substituting therefor the name "T.J. Hughes plc";
 - (ii) by inserting after Clause 1 thereof the following new Clause 2:-

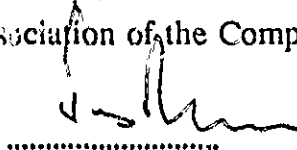
"2. The Company is to be a public company"
 - (iii) by renumbering the existing Clauses 2, 3, 4 and 5 thereof as Clauses 3, 4, 5 and 6 respectively;



RBS/056686/190
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- (iv) by renumbering sub-clauses 3(x) - 3(xxxi) thereof (renumbered pursuant to this Resolution as sub-clauses 4(x) - 4(xxxi)) as sub-clauses 4(ii) - 4(xxiii);
- (v) by deleting sub-clauses 3(i) - 3(ix) inclusive thereof (renumbered as sub-clause 4(i) - 4(ix) pursuant to this Resolution) and by substituting therefor the new sub-clause 4(i) contained in the Memorandum of Association now produced to the Meeting (and for the purpose of identification signed by the Chairman and marked "A");
- (vi) by deleting sub-clause 3(xxi) thereof (renumbered pursuant to this Resolution as sub-clause 4(xiii)) and by substituting therefor the new sub-clause 4(xiii) contained in the Memorandum of Association produced to the Meeting marked "A"; and
- (vii) by inserting after sub-clause 3(xxxi) thereof (renumbered pursuant to this Resolution as sub-clause 4(xxiii)) the new sub-clause 4(xv) contained in the Memorandum of Association produced to the Meeting marked "A".

4 THAT new Articles of Association of the Company be adopted in the form now produced to the Meeting (and for the purpose of identification signed by the Chairman and marked "B") in substitution for and to the exclusion of all existing Articles of Association of the Company.



Chairman