

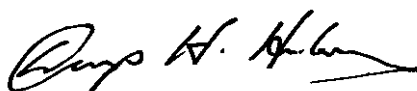
No. 324504

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTION
OF
THE HOLDERS OF THE CONVERTIBLE CUMULATIVE
REDEEMABLE PREFERENCE SHARES OF 20P EACH IN
THE RANK ORGANISATION PLC
(Passed on 11th April 1996)

At a SEPARATE GENERAL MEETING of the holders of the Convertible Cumulative Redeemable Preference shares of 20p each of The Company held on 11th April 1996 the following resolution was passed as an Extraordinary Resolution:

EXTRAORDINARY RESOLUTION

THAT the holders of the Convertible Cumulative Redeemable Preference shares of 20p each of the Company (the *Convertible Preference shares*) hereby consent to the passing of the Special Resolution no. 5 set out in the notice dated 15th March 1996 convening the Annual General Meeting of the Company for 10th April 1996 (a print of which has been submitted to this meeting and signed by the Chairman for the purpose of identification) and to every modification, abrogation or affecting of, or dealing with, the rights and privileges attached to the Convertible Preference shares as is or may be involved therein or effected thereby.



Sir Denys Henderson
Chairman

