

Company No. 00324504

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

THE RANK ORGANISATION LIMITED

(Passed 27 June 1997)

At an Extraordinary General Meeting of the above-named Company duly convened and held on 27 June 1997 at Connaught Place, London W2 2EZ the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

1. **THAT** the provision by the Company of financial assistance for the purpose of acquisition of shares in the Company by Xerox Overseas Holdings Public Limited Company on the terms set out in the draft Deed of Novation produced to the meeting and initialled for the purposes of identification only by the Chairman be approved with immediate effect.

Signed:.....
Secretary

