

Company No 460473

RTZ LIMITED

Company Limited by Shares



SPECIAL RESOLUTION PASSED 18 DECEMBER 1995

At an Extraordinary General Meeting duly convened and held at 6 St James's Square, London, SW1Y 4LD on Monday, 18 December 1995 the following resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the directors be and are hereby

(a) generally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period ending five years from the date of this resolution, all the powers of the Company to allot and make offers or agreements to allot relevant securities up to the aggregate number of £4,300,000 shares of £1 each provided that equity securities allotted or offered or agreed to be allotted wholly for cash otherwise than in connection with a rights issue shall not exceed the aggregate number of 4,300,000 shares of £1 each, and

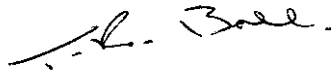
(b) empowered to allot and to make offers or agreements to allot equity securities pursuant to and during the period of the said authority as if Section 89(1) of the said Act did not apply to any such allotment.

For the purpose of this resolution:

(i) "rights issue" means an offer of securities open for acceptance for a period fixed by the directors to holders of ordinary shares on the register on a record date fixed by the directors in proportion to such holders' then holdings of such shares but subject to such exclusions or other arrangements as the directors may deem

necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any regulatory body; and

(ii) words and expressions defined in or for the purpose of Part IV of the Companies Act 1985 bear the same meaning.

A handwritten signature in black ink, appearing to read "A. Ball", with a horizontal line extending to the left.

CHAIRMAN