



Company No. 1227964

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

CREIGHTONS PLC

At an annual general meeting held on 27 October 1998 the following resolutions were duly passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. THAT the Company's financial statements and reports of the directors and auditors for the year ended 31 March 1998 be received; and
2. THAT Barry Dale be reappointed as director of the Company; and
3. THAT Peter Somers be reappointed as director of the Company; and
4. THAT Roger Lane-Smith be reappointed as director of the Company; and
5. THAT Michael Gubbins be reappointed as a director of the Company; and
6. THAT KPMG Audit Plc be reappointed as auditors and that the directors be authorised to determine their remuneration; and
7. THAT, in terms of Article 20 of the Company's Articles of Association, the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of the said Section 80) of the Company up to an aggregate nominal value of £1,024,695.40 provided that this authority shall expire on the date of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 15 months after the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting and provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be

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allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired, this authority to replace any existing like authority given prior to the date hereof which is hereby revoked with immediate effect.

Sam Lee

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Chairman of the meeting

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TO B DALE

06-NOV-1998 11:26 FROM CREIGHTONS PLC