

THE COMPANIES ACTS 1948 TO 1976

THE COMPANIES ACTS 1985 AND 1989

No: 1423001

EXCO plc
("the Company")

AT an Extraordinary General Meeting of the Company duly convened and held at the offices of N M Rothschild & Sons Limited, New Court, St Swithin's Lane, London EC4 at 12.45 pm on Tuesday, 28th June 1994 the following resolutions were duly passed as to resolutions 2, 3, 6 and 7 as Ordinary Resolutions and as to resolutions 1, 4, 5 and 8 as Special Resolutions:

SPECIAL RESOLUTION

1. THAT conditional on the admission of all the issued ordinary shares of the Company to the Official List of the London Stock Exchange becoming effective on or before 18th July 1994 or such later date as N M Rothschild & Sons Limited and the Company may agree being not later than 26th July 1994 ("Admission"), the 24,000,000 issued "A" ordinary shares of 50p be sub-divided and redesignated as 48,000,000 ordinary shares of 25p, the 16,400,000 issued "B" ordinary shares of 50p each be sub-divided and redesignated as 32,800,000 ordinary shares of 25p each, the 10,600,000 issued "C" ordinary shares of 50p each be sub-divided and redesignated as 21,200,000 ordinary shares of 25p each, the 9,000,000 issued "D" ordinary shares of 50p each be sub-divided and redesignated as 18,000,000 ordinary shares of 25p each and the remaining unissued 9,400,000 ordinary shares of 50p each be sub-divided and redesignated as 18,800,000 ordinary shares of 25p each having the rights and being subject to the obligations set out in the Articles of Association of the Company ("the Articles") referred to in Resolution 5 of this Notice.

ORDINARY RESOLUTIONS

2. THAT conditional upon Admission, as defined in Resolution 1 above, the authorised share capital of the Company be and hereby is increased from £34,700,000 to £43,000,000 by the creation of 33,200,000 ordinary shares of 25p each.
3. THAT conditional upon Admission, as defined in Resolution 1 above, the Directors be and hereby are generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (as defined in Section 80 of the Act) of the Company up to an aggregate nominal amount of £12,250,000 such authority (unless previously revoked, varied or extended) to expire at the conclusion of the Annual General Meeting of the Company to be held in 1995 or on 27th September 1995 whichever is the earlier but so that the Company may before such expiry make an offer or



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agreement which would or might require the allotment of all or any of those relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired and provided that this authority shall supersede all other authorities conferred upon the Directors in relation to the allotment of relevant securities.

SPECIAL RESOLUTIONS

4. THAT conditional upon Admission, as defined in Resolution 1 above, and pursuant to and during the period of the authority referred to in the resolution set out in 3 above the Directors be and hereby are empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) as if Section 89(1) of the Act did not apply to any such allotment provided that this power should be limited to:
- (a) the allotment of equity securities pursuant to the terms of the Exco plc Matching Share Option Schemes as amended from time to time;
 - (b) the allotment of equity securities in connection with issues to holders of ordinary shares where the equity securities respectively attributable to the interest of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or practical problems under the laws of, or of the requirements of any regulatory body or any stock exchange in, any territory; and
 - (c) the allotment (otherwise than pursuant to (a) and (b) above) of equity securities up to a maximum aggregate nominal amount of £1,550,000;

Provided such power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1995 or on 27th September 1995 whichever is the earlier save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

5. THAT conditional upon Admission as defined in Resolution 1 above, the Articles in the form presented to the meeting and initialled by the Chairman thereof for the purpose of identification be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company and that Peter Buckley be regarded as the appointee of Caledonia Investments plc pursuant to Article 114.

ORDINARY RESOLUTIONS

6. THAT subject to the agreement of the Trustee of the Exco International plc Employee Benefit Trust and (No.2) Employee Benefit Trust as the case may be, rule 8 of each of the Exco International

1992 Share Option Scheme and the Exco International 1992 (No.2) Share Option Scheme be and is hereby amended by the addition of the following paragraph:

"(e) Any notice of exercise which shall be lodged with the Trustee prior to but in contemplation of an event falling within paragraph (i) of the definition of a B&C Exit Date set out in Rule 1 above and which otherwise complies with the requirements of this Rule 8 shall be treated as an irrevocable exercise of the relevant Option conditional on such event occurring on or before 26th July 1994 for the purposes of Rule 8(d). If the condition is fulfilled, exercise shall be treated as taking place on the date on which such notice of exercise was so lodged."

7. THAT the Rules of each of the Exco plc Purchased Shares and Nominee Scheme, the Exco plc (No.2) Purchased Shares and Nominee Scheme, the Exco plc Purchased Share Option Scheme, the Exco plc (No.2) Purchased Share Option Scheme, the Exco plc Matching Share Option Scheme and the Exco plc (No.2) Matching Share Option Scheme be and hereby are approved and the Remuneration Committee of the Board of Directors be and hereby is authorised to give effect to the said Schemes subject to such amendment as it shall deem necessary or expedient including any amendment to deal with any legal requirements in any of the jurisdictions in which the Company or its subsidiaries or associates operate provided that this resolution, the said schemes and any rights granted thereunder shall lapse and be regarded as of no effect if the issued ordinary shares of the Company have not been admitted to the Official List of the London Stock Exchange on or before 26th July 1994.

SPECIAL RESOLUTION

8. (i) THAT conditional on Admission, as defined in Resolution 1 above, notwithstanding anything contained in the Articles of Association of the Company from time to time in force elections made by the holders of ordinary shares on the Register of Members at the close of business on 23rd June 1994 ("Relevant Shareholders") to receive new ordinary shares of 25p each in the capital of the Company issued credited as fully paid in lieu of a cash dividend in all respects and in such manner as may be approved by the Directors in accordance with the proposals detailed in a letter dated 15th June 1994 to the ordinary shareholders be permitted and the Directors be and are hereby authorised to implement such proposals and to capitalise such amounts standing to the credit of the Company's reserves or profit and loss account as may be necessary to give effect thereto and to allot and issue the relevant ordinary shares of 25p to the Relevant Shareholders; and

- (ii) any ordinary shares of 25p each allotted pursuant to any election made as referred to in paragraph (i) of this resolution shall rank *pari passu* in all respects with the fully paid ordinary shares of 25p each in the capital of the Company in issue on the date of Admission.

S. A. Campbell

CHAIRMAN