

PRESTON NORTH END PLC
(Registered Number: 1621060)

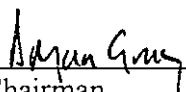
At the Annual General Meeting of the Company held on Friday, 9 October 1998, the following resolutions were passed as to Resolution 5 as an Ordinary Resolution and as to Resolution 6 as a Special Resolution:

- "5. That the directors be and they are hereby authorised generally and unconditionally to exercise all of the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985 (the "Act")) subject to the following conditions:-
- (a) the aggregate nominal amount of relevant securities to be allotted in pursuance of this authority shall be £667,786; and
 - (b) this authority shall expire, unless sooner revoked or renewed by the Company in general meeting, on the conclusion of the next Annual General Meeting of the Company, or 8 January 2000, whichever occurs first, provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."
- "6. "That the directors be and they are hereby empowered pursuant to Section 95 of the Act to exercise all of the powers of the Company to allot equity securities of the Company (as defined in Section 94 of the Act) for cash pursuant to the authority conferred on them by Resolution 5 above as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:-
- (a) the allotment of equity securities in connection with one or more issues by way of rights in favour of the holders of ordinary shares of £1 each in the capital of the Company ("ordinary shares") where the equity securities respectively attributable to the interests of all the holders of ordinary shares are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to such exclusions or arrangements as the directors may deem necessary or desirable to deal with fractional entitlements or legal, regulatory or practical problems under the laws of any territory or the regulations of the regulatory authority in any territory; and
 - (b) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal value of £104,110,

and that this power shall expire at the conclusion of the next Annual General Meeting of the Company or 8 January 2000, whichever occurs first, save that the Company may before



such expiry make an offer or agreement which would or might require the allotment of equity securities after such expiry, and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired."


Chairman