

Company No. 2366949

THE COMPANIES ACT 1985

RESOLUTIONS OF THE MEMBERS OF

NORWEB plc

At the annual general meeting of Norweb plc duly convened and held on 5 August 1998 the following resolutions were passed:

ORDINARY RESOLUTION - ALLOTMENT AUTHORITY

THAT the Board be and it is hereby generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (within the meaning of S80 of the Companies Act 1985) up to an aggregate nominal amount of £25,806,556 provided that this authority shall expire on the date of the next annual general meeting after the passing of this resolution save 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 board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

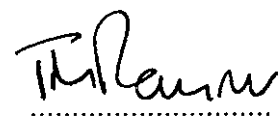
SPECIAL RESOLUTION - DIS-APPLICATION OF PRE-EMPTION RIGHTS

THAT subject to the passing of the previous resolution the board be and it is hereby empowered pursuant to S95 of the Companies Act 1985 to allot equity securities (within the meaning of S94 of the said Act) for cash pursuant to the authority conferred by resolution 8 above as if subsection (1) of S89 of the said Act did not apply to any such allotment provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them; and
- (b) to the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal value of £3,920,533

and shall expire on the date of the next general meeting of the company after the passing of this resolution 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 board may allot securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.




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Secretary