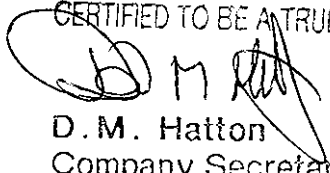


CERTIFIED TO BE A TRUE COPY


D. M. Hatton
Company Secretary

Company Number: 2390006

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

**RESOLUTION
OF
KENWOOD APPLIANCES plc**

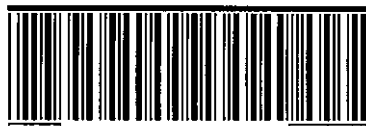
Passed 10th March 1995

At an Extraordinary General Meeting of the Company, duly convened and held on 10th March 1995 at New Lane, Havant, Hampshire PO9 2NH at 1.15 pm, the following Resolution was duly passed :

SPECIAL RESOLUTION

THAT the amount standing to the credit of the share premium account of the Company be reduced by £15,000,000.


Chairman



A33 *A26Y09W9* 453
COMPANIES HOUSE 22/03/95