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22/10/97

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
MR. REGISTRAR BUCKLEY

No.004275 of 1997

Wednesday 15th October 1997

IN THE MATTER OF KENWOOD APPLIANCES plc

- and -

IN THE MATTER OF THE COMPANIES ACT 1985

UPON THE PETITION of the above named KENWOOD APPLIANCES plc ("the Company") whose registered office is situate at New Lane, Havant, Hampshire PO9 2NH

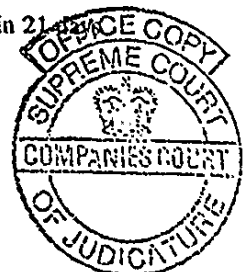
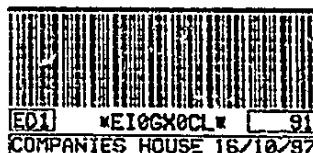
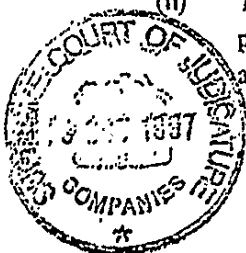
AND UPON HEARING Counsel for the Company

AND UPON READING the documents recorded on the Court file as having been read

THE COURT CONFIRMS the reduction of the amount standing to the credit of the share premium account of the Company by £6,000,000 resolved on and effected by a special resolution passed at an Annual General Meeting of the Company held on 21st August 1997

AND IT IS ORDERED

- (i) THAT this Order be produced by the Company to the Registrar of Companies and that it deliver an Office Copy hereof to him ; and
- (ii) THAT notice of the registration by the Registrar of Companies of this Order be published by the Company once in "The Financial Times" newspaper within 21 days after such registration.



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APPLIANCES plc

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IN THE MATTER OF THE
COMPANIES ACT 1985

ORDER

Clifford Chance
200 Aldersgate Street
London EC1A 4JJ

Solicitors for the Company

22-10-97

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03-09-97

KENWOOD APPLIANCES plc ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kenwood Appliances plc (the "Company") will be held at New Lane, Havant, Hampshire PO9 2NH on 21st August 1997 at 11.00am for the following purposes:

AS ORDINARY BUSINESS

Resolutions will be proposed:

1. To receive and adopt the Directors report and accounts for the financial year to 4th April 1997
2. To re-appoint Ernst & Young as auditors to the company
3. To elect as a Director being appointed since the last Annual General Meeting.
 - (a) Mr D. P. Nash
 - (b) Mr A. J. Douglas
 - (c) Mr C. J. Gordon
4. To re-elect Mr M. J. Lopham who retires by rotation in accordance with the articles of association as a Director of the Company

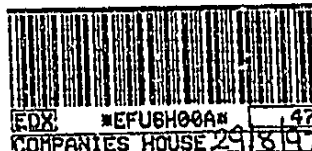
AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

5. That the Directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that Section) of the Company up to a maximum nominal amount of £1,225,000 provided that this authority shall expire at the earlier of 20th November 1998 and the conclusion of the Annual General Meeting of the Company to be held in 1998 save that the Company may, before the expiry of such authority, make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

To consider and, if thought fit, pass the following resolutions as Special Resolutions:

6. That (subject to the passing of the Ordinary Resolution of even date conferring on the Directors general authority to allot relevant securities within the meaning of Section 80 Companies Act 1985 ("The Act")) the Directors be and they are hereby generally empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) for cash pursuant to the authority conferred by the Ordinary Resolution of even date herewith as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
 - (a) allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient;
 - (b) to deal with equity securities representing fractional entitlements; and
 - (c) to deal with legal or practical problems under the laws of or the requirements of any recognised regulatory body or any stock exchange in, any territory; and



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(b) allotments of equity securities for cash otherwise than pursuant to paragraph (a) above up to an aggregate nominal amount of £229,287

and shall expire at the earlier of 20th November 1998 and the conclusion of the Annual General Meeting of the Company to be held in 1998 save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

7. That the share premium account of the Company, as at the date of this meeting, be reduced by £6,000,000.

BY ORDER OF THE BOARD

D.J.W. Hatton
Secretary

Dated 11th July 1997

Registered Office
New Lane,
Havant,
Hampshire PO9 2NH

Notes:

1. A Member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and on a poll vote in his stead. A proxy need not be a member of the Company. To be effective a form of proxy and any authority under which it is executed for a notorally certified copy thereof must be lodged at the offices of the Company's Registrars, Lloyds Bank Plc, Registrars Department, The Courtyard, Worthing, West Sussex BN99 6EJ not later than 48 hours before the time for holding the meeting. Lodgement of a form of proxy will not prevent a member from attending and voting in person if so desired.
2. Copies of Directors' service contracts will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and public holidays excluded) from the date of this notice until the date of the meeting and for at least 15 minutes prior to and at the meeting.
3. The register of Directors' Interests kept by the Company under section 325 of the Companies Act 1985 shall be produced at the commencement of the meeting and remain open and accessible during the continuance of the meeting to any person attending the meeting.
4. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members 48 hours before the time appointed for the meeting.