

07-10-96

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SPECIAL RESOLUTIONS

1 THAT conditional upon completion of the sale of Causeway Group Limited pursuant to an agreement dated 19 July 1996, and being effective forthwith thereafter, the following changes be made to the Articles of Association of the Company:-

- (a) the words "Articles 3.2 and" in Article 3.1 be deleted and replaced with the word "Article";
- (b) Articles 3.2.1, 3.2.2 and 3.2.3 be deleted in their entirety;
- (c) Article 5.2 be deleted in its entirety;
- (d) Articles 8.2.1 and 8.2.2 be deleted in their entirety;
- (e) Article 17.1 be deleted in its entirety;

2 THAT the Directors be authorised to enter into a contract on behalf of the Company with Geoffrey Osborne Vero, Ann Frances Vero, Patrick David Bulmer, Susan Olive Bulmer, Stephen Gallico, Timothy William Lawrence, Julie Pamela Lawrence, Carolyn Lucy Maddox, Roger Clive Price and Janet Brenda Price to purchase 8,182 Ordinary Shares of £1 each in the capital of the Company in the form produced to the meeting and initialled by the Chairman for the purposes of identification.

