

Company number: 2649607

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

- of -

MINERVA PLC

Passed the 19th day of November 1996


AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 90 Long Acre, London, WC2E 9TT on the above date the following resolutions were duly passed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **THAT** the Minerva plc Approved 1996 Share Option Scheme be amended by the addition of a further paragraph to be numbered 3.16:-

"3.16 The Remuneration Committee may on the grant of any Option stipulate that its exercise shall be conditional upon Ordinary Shares being (or having previously been) listed on the Stock Exchange."
2. **THAT** the Minerva plc Unapproved 1996 Share Option Scheme be amended by the addition of a further paragraph to be numbered 3.18:-

"3.18 The Remuneration Committee may on the grant of any Option stipulate that its exercise shall be conditional upon Ordinary Shares being (or having previously been) listed on the Stock Exchange."



.....
Director

