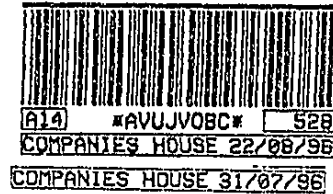


Company number: 2649607



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

MINERVA PLC

Passed the 18th day of July 1996

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 10 Gloucester Place, London W1H 3AX on the above date the following resolutions were duly passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

THAT:

1. the draft new Articles of Association, in the form annexed to this Notice and signed by a member of the Board for the purposes of identification, be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

THAT:

2. (a) the authorised share capital of the Company be increased by £11,199,255 from £14,175,010 to £25,374,265 by the creation of 4,910,750 new ordinary shares of 100 pence each, 2,087,505 new preference shares of 100 pence each, ranking pari passu with the existing ordinary and preference shares

respectively, 4,200,000 redeemable preference shares of 100 pence each and 1,000 deferred shares of 100 pence each, the deferred shares and the redeemable preference shares having the rights and obligations set out in the Articles of Association of the Company to be adopted pursuant to Resolution 1 above;

- (b) the Directors be granted authority pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £11,258,755 at any time or times within the period of up to 12 months from the passing of this Resolution; and
- (c) the Directors be empowered pursuant to Section 95(1) of the Companies Act 1985 during the period expiring 12 months from the passing of this Resolution to allot or make offers or agreements to allot equity securities pursuant to the authority granted by paragraphs (a) and (b) of this Resolution as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment.



.....
Chairman