

Company No. 2983302

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

Tarquin plc

At an extraordinary general meeting of the Company held at 117 Fenchurch Street, London, EC3M 5AL on <sup>20</sup>16 December 1994 the following resolution was passed as an ordinary resolution:

ORDINARY RESOLUTION

1. THAT 572,162 unissued shares of US\$1 in the share capital of the Company be subdivided into shares of US\$0.01 each pursuant to section 121(2)(d) Companies Act 1985 amounting to a total of 57,216,200 unissued shares of US\$0.01 each.
2. THAT 56,644,038 of the unissued shares of US\$0.01 each in the share capital of the Company be cancelled pursuant to section 121(2)(e) of the Companies Act 1985 so that the total authorised share capital of the Company stands at US\$7,607,297.62 as set out in the Company's Articles of Association.

  
CHAIRMAN

LEAW01\$4.50

