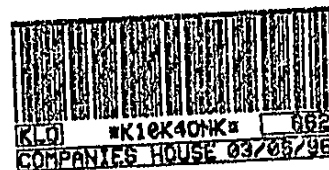


No. 3043860



THE COMPANIES ACT 1985

A COMPANY LIMITED BY SHARES

**SPECIAL AND ORDINARY RESOLUTIONS OF
HANOVER INTERNATIONAL PLC**

PASSED 21 AUGUST 1996

At the Annual General Meeting of the Company duly convened and held on Wednesday, 21 August 1996 at 10.30 a.m. at the offices of Norton Rose, Kempson House, Camomile Street, London EC3A 7AN the following Resolutions were duly passed, Resolutions 1, 2, 3, and 4 as Ordinary Resolutions and Resolution 5 as a Special Resolution:

As ordinary business

- 1 To receive and adopt the Directors' report and the audited accounts for the period ended 31 December 1995.
- 2 To appoint KPMG Audit Plc as auditors to the Company and to authorise the Directors to determine their remuneration.
- 3 To re-elect Mr. N.P. List as a Director of the Company.

As special business

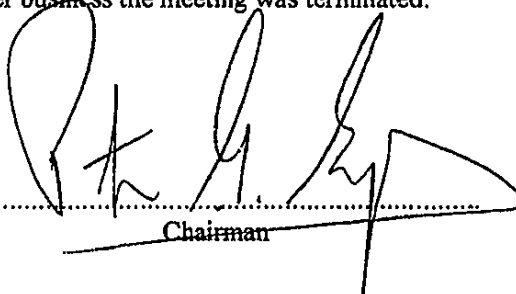
- 4 That in substitution for any existing power under Section 80 of the Companies Act 1985 (as amended and in force from time to time) (the "Act") but without prejudice to the exercise of any such power prior to the date hereof, the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal value of £437,500, such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 1997, but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority 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 power conferred herein had not expired.
- 5 That, conditionally upon the passing of Resolution 4 above, in substitution for any existing power under Section 95 of the Companies Act 1985 (as amended

and in force from time to time) (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the Directors be and are hereby empowered until the conclusion of the Annual General Meeting of the Company to be held in 1997, pursuant to Section 95 of the Act, to allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority given in accordance with section 80 of the Act by Resolution 4 above as if Section 89(1) did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue or open offer in favour of shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them, subject to such exclusions or other arrangements that the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under any law or requirement of any regulatory authority or any stock exchange;
- (b) the allotment of ordinary shares pursuant to the exercise of conversion rights attaching to the Convertible Redeemable Preference Shares of 25p each of the Company; and
- (c) the allotment for cash (otherwise than pursuant to subparagraphs (a) and (b) above), of equity securities up to an aggregate nominal amount of £13,125,

but so this authority shall allow the Company to make offers or agreements before the expiry of this authority 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.

- 6 There being no further business the meeting was terminated.

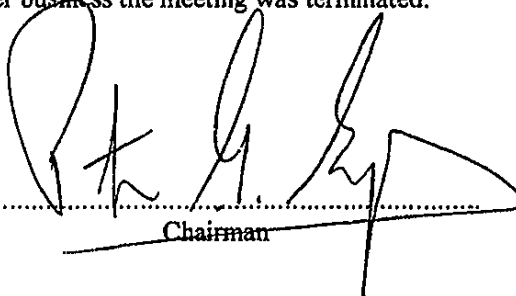

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Chairman

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- (a) the allotment of equity securities in connection with a rights issue or open offer in favour of shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them, subject to such exclusions or other arrangements that the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under any law or requirement of any regulatory authority or any stock exchange;
- (b) the allotment of ordinary shares pursuant to the exercise of conversion rights attaching to the Convertible Redeemable Preference Shares of 25p each of the Company; and
- (c) the allotment for cash (otherwise than pursuant to subparagraphs (a) and (b) above), of equity securities up to an aggregate nominal amount of £13,125,

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Chairman