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COMPANIES HOUSE 02/04/97

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS OF
HANOVER INTERNATIONAL PLC

Passed 26 March 1997

At the Extraordinary General Meeting of the Company duly convened and held on 26 March, 1997 the following resolutions were duly passed, Resolutions 7, 8, 10, 11, 12, 13, 14, 15, and 16 as Ordinary Resolutions and Resolution 9 as a Special Resolution.

- 1 To receive the Report of the Directors and the Accounts of the Company for the period ended December 31st, 1996 together with the report of the Auditors thereon;
- 2 To re-elect Mr C.R. Gaunt who was appointed as a Director of the Company during the year and will be retiring in accordance with the Articles of Association of the Company at the Annual General Meeting;
- 3 To re-elect Mr M.E. Jourdain who was appointed as a Director of the Company during the year and will be retiring in accordance with the Articles of Association of the Company at the Annual General Meeting;
- 4 To re-elect Mr H.W. Whitbread who was appointed as a Director of the Company during the year and will be retiring in accordance with the Articles of Association of the Company at the Annual General Meeting;
- 5 To re-elect Mr R. Privett who will have been appointed as a Director of the Company and will be retiring in accordance with the Articles of Association of the Company at the Annual General Meeting;
- 6 To re-elect Mr D.J. Greene who will be retiring by rotation in accordance with the Articles of Association of the Company at the Annual General Meeting;
- 7 That KPMG Audit Plc be and are hereby appointed auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next

general meeting at which accounts are laid before the Company at a remuneration to be fixed by the Directors.

- 8 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 £1,410,450, such authority to expire at the earlier of the conclusion of the Annual General Meeting of the Company to be held in 1998 and 15 months from the date of the passing of this resolution, 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.
- 9 That subject to the passing of the Ordinary Resolution numbered 8 set out in this notice, 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 and pursuant to Section 95(1) 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 8 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 for which the shareholders are entitled to subscribe 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;
 - (b) The allotment of equity securities pursuant to the terms of any share scheme for employees approved by the members in General Meeting; and
 - (c) The allotment for cash (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £211,568 (equivalent to approximately 5% of the Company's issued ordinary share capital at the date of the notice of this resolution);

and shall expire on the earliest of the conclusion of the Annual General Meeting of the Company to be held in 1998 and 15 months from the date of the passing

of this Resolution, except that 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.

- 10 That the Hanover International 1997 UK Savings Related Share Option Scheme, the provisions of which are summarised in Appendix 1 to the letter to members of the Company dated February 24th, 1997, and to be constituted by the rules drafts of which are produced to this Meeting and for the purpose of identification initialled by the Chairman hereof, be and is hereby adopted and the Directors be and are hereby authorised to do all acts and things which they may consider necessary or expedient for implementing and giving effect to the same.
- 11 That the Hanover International 1997 Ireland Savings Related Share Option Scheme, the provisions of which are summarised in Appendix 2 to the letter to members of the Company dated February 24th, 1997 and to be constituted by the rules the drafts of which are produced to this Meeting and for the purposes of identification initialled by the Chairman hereof, be and is hereby adopted and the Directors be and are hereby authorised to do all acts and things which they may consider necessary or expedient for implementing and giving effect to the same.
- 12 That the Hanover International 1997 UK Profit Sharing Scheme, the provisions of which are summarised in Appendix 3 to the letter to members of the Company dated February 24th, 1997 and to be constituted by the Trust Deed and Rules produced in draft to this Meeting and for the purposes of identification initialled by the Chairman, be and is hereby adopted and the Directors be and are hereby authorised to do all acts and things which they may consider necessary or expedient for implementing and giving effect to the same.
- 13 That the Hanover International 1997 Ireland Profit Sharing Scheme, the provisions of which are summarised in Appendix 4 to the letter to members of the Company dated February 24th, 1997 and to be constituted by the Trust Deed and Rules the drafts of which are produced to this Meeting and for the purposes of identification initialled by the Chairman hereof, be and is hereby adopted and the Directors be and are hereby authorised to do all acts and things which they may consider necessary or expedient for implementing and giving effect to the same.
- 14
 - (a) That the Hanover International Employee Trust ("the Trust"), the provisions of which are summarised in Appendix 5 to the letter to members of the Company dated February 24th, 1997 and to be constituted by the Trust Deed a draft of which is produced to this

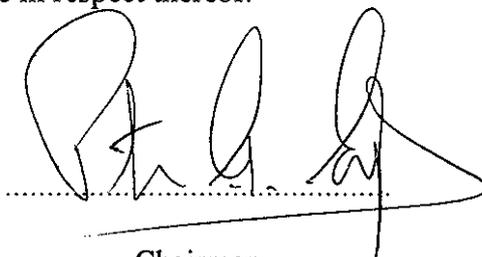
meeting and for the purposes of identification initialled by the Chairman hereof, be and is hereby approved and the Directors be and are hereby authorised to cause the Company to enter into such Trust Deed in the form of such draft with such modifications (if any) as they may consider necessary or expedient for implementing and giving effect to the same; and

(b) That the Directors be and are hereby authorised to vote and to be counted in a quorum at any meeting of the Directors at which any matter connected with the Trust is under consideration notwithstanding that they may be interested in the same in any present or proposed capacity whatsoever and that this Resolution shall operate so far as is necessary by way of suspension and relaxation of the prohibition on interested Directors voting contained in the Articles of Association of the Company provided that no Director may vote or be counted in a quorum in the consideration of any matter concerning his individual rights of participation in any employee share scheme operated in conjunction with the said Trust.

15 That rule 2.3 of the Rules of the Hanover International PLC 1995 Unapproved Discretionary Share Option Scheme be deleted.

16 That the last paragraph of Rule 11.3 of the Rules of the Hanover International PLC 1995 Unapproved Discretionary Share Option Scheme be deleted and substituted as follows:

“the Company shall within 28 days after the later of the date of receipt of a notice exercising an Option and (if applicable) the receipt of the Auditor’s confirmation under Rule 9.1 allot or procure the transfer (or a combination of both) of the shares in respect of which such Option has been exercised to the Grantee, and deliver to the Grantee, or procure the delivery of to the Grantee, a definitive share certificate in respect thereof.”

A handwritten signature in black ink, consisting of several large, stylized loops and a long horizontal stroke at the end, positioned above a dotted line.

Chairman