

Company No. 3182775

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

Thorn plc

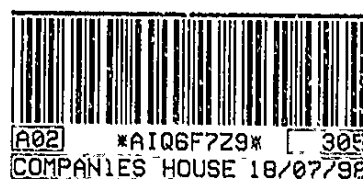
Passed 15 July 1998

At the Annual General Meeting of the Company duly convened and held at the Royal Lancaster Hotel, Lancaster Terrace, London W2 on 15 July 1998 the following resolutions were duly passed as Special Resolutions:

Special Resolution

THAT the authority and power to allot relevant securities and equity securities conferred on the Directors by Article 9 of the Articles of Association of the Company be and is hereby granted for the period ending on 14 October 1998 or at the conclusion of the 1999 Annual General Meeting (whichever is the earlier) and for such period:

- (i) the Section 80 amount (as defined in Article 9) shall be £7,217,011; and
- (ii) the Section 89 amount (as defined in Article 9) shall be £1,075,461.



Special Resolution

THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of Ordinary shares of 5¼ pence each in the capital of the Company ("Ordinary shares") provided that:

- (i) the maximum number of Ordinary shares hereby authorised to be acquired is 37,407,360;
- (ii) the maximum price which may be paid for any Ordinary share is an amount equal to 105% of the average of the middle market quotations for an Ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased and the minimum price which may be paid for any such Ordinary share shall be the nominal value of that share; and
- (iii) this authority, unless previously renewed, shall expire at the conclusion of the 1999 Annual General Meeting but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of shares may be made in pursuance of any such contract.



G M Smith
Secretary