

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

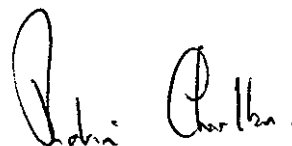
Thorn plc

Passed on 14 May 1996

At an Extraordinary General Meeting of the Company duly convened and held at 4 Tenterden Street, London W1A 2AY on 14th May 1996 at 5.30pm, the following resolutions were duly passed as special resolutions:

SPECIAL RESOLUTIONS

1. THAT the Memorandum of Association of the Company be and is hereby amended by the deletion of existing Clause 4 and the substitution therefor of the new Clause 4 as set out in the re-printed Memorandum tabled at the meeting and signed for identification.
2. THAT the regulations as set out in the re-printed Articles of Association tabled at the meeting and signed for identification be and are hereby adopted as the Articles of Association for the Company in substitution for the to the exclusion of its existing Articles of Association.



Chairman

