

Company No. 3182775



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

THORN PLC

At an EXTRAORDINARY GENERAL MEETING of the Company held at *NOMURA HOUSE*
/ ST MARTINS LE GRAND LONDON EC1A 4NP
on *1st December* ~~November~~ 1998 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT:

- (a) pursuant to section 53(1)(a) of the Companies Act 1985 (the "Act") the Company be re-registered as a private company;
- (b) the name of the Company be changed to THORN LIMITED.
- (c) pursuant to section 53(2) of the Act the memorandum of association of the Company be altered by:
 - the deletion of the word "public" and the insertion of the word "private" in the title;
 - the deletion of the word "plc" and the insertion of the word "Limited" in the title;
 - the deletion of Clauses 1 and 2;
 - the re-numbering of existing Clauses 3, 4, 5 and 6 as Clauses 2, 3, 4 and 5 respectively;
 - the amendment of all existing references to Clause 4 to references to Clause 3; and
 - the insertion of a new Clause 1 as follows:

1. The name of the Company is "Thorn Limited".

- (d) the Company adopt new articles of association in the form produced to the meeting and initialled by the Chairman for the purposes of identification.


Chairman