

Company No. 3182775

THE COMPANIES ACT 1985

---

PUBLIC COMPANY LIMITED BY SHARES

---

ORDINARY RESOLUTION  
AND  
SPECIAL RESOLUTION

of

Thorn plc

---

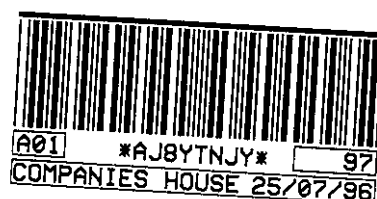
Passed on 17 July 1996

At an Extraordinary General Meeting of the Company duly convened and held at 4 Tenterden Street, London W1A 2AY on 17 July 1996 the following resolutions were duly passed as an Ordinary Resolution and a Special Resolution respectively:

**Ordinary Resolution**

THAT:

(a) the Directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to allot relevant securities (as defined in that Act) up to a maximum aggregate nominal amount of £108,625,000 to holders of Ordinary shares in the capital of THORN EMI plc on the register of members of that company at 7.30 am (London time) on 19 August 1996 or such other date as shall be the "record date" for the purposes of the demerger by THORN EMI plc of its rental and rental-purchase businesses ("THORN EMI Shareholders") credited as fully paid in the proportion of one Ordinary share in the Company for each Ordinary share of THORN EMI plc then held by such THORN EMI Shareholders (subject to the Articles of Association of the Company) during the period expiring on 31 December 1996; and




(b) the Company may at any time prior to the expiration of such authority make an offer or agreement which would or might require relevant securities to be allotted pursuant thereto after such expiration and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

### **Special Resolution**

THAT in addition to any authority and power to allot relevant securities conferred on the Directors by resolution of the Company passed on the same date as this resolution, 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 are hereby granted for the period ending 16 October 1997 or at the conclusion of the 1997 Annual General Meeting (whichever is the earlier) and for such period:

(i) the Section 80 amount (as defined in Article 9) shall be a sum in pounds sterling equal to one third of the aggregate nominal value of the Ordinary shares of the Company in issue immediately following the proposed demerger of the consumer rental and rental-purchase businesses of THORN EMI plc ("Demerger Shares");

(ii) the Section 89 amount (as defined in Article 9) shall be a sum in pounds sterling equal to five per cent of the aggregate nominal value of the Demerger Shares.

  
G M Smith  
Secretary