

No. 3562123

C/N : 22/6/98



THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS


of

TRUSHELFCO (NO. 2369) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 19th June, 1998 the following resolutions were passed, resolution 1 as a special resolution and resolutions 2 and 3 as ordinary resolutions:

RESOLUTIONS

1. That the name of the Company be changed to Rothmans Finance Limited.
2. That the authorised share capital of the Company be increased to one hundred million pounds (£100,000,000) by the creation of 99,999,900 additional Ordinary Shares of one pound (£1) each.
3. That, pursuant to section 80 of the Companies Act 1985 and in substitution for any previous authority, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of ninety nine million, nine hundred and ninety nine thousand, nine hundred and ninety eight pounds (£99,999,998) provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

  
Chairman of the meeting



N/c £1000

ONLINE CARD

5/DAY

SLAUGHTER AND WATTS  
G/LP 600 1200  
(11/10/98)