

**THE COMPANIES ACT 1985**  
company limited by shares

**RESOLUTIONS OF**

Liberty International PLC  
(Passed 5th May 2000)

At the Annual General Meeting of the members of the Company convened and held on 5th May 2000, the following resolutions were duly passed :

**As an ORDINARY RESOLUTION:**

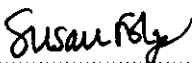
"THAT the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of 5 years from the date of the passing of this resolution, all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £65,196,469, save that by such authority and power the Directors may during such period make offers or agreements which would or might require the making of allotments after the expiry of such period."

**As a SPECIAL RESOLUTION:**

"THAT

- (i) Subject to the passing of the previous resolution and pursuant to Section 95 of the Companies Act 1985, during the period between the date hereof and the date of the next following Annual General Meeting or 5th August 2001 if earlier, the Directors be empowered to allot equity securities wholly for cash as if Section 89(1) of the said Act did not apply to any such allotments:
  - (a) in connection with a rights issue; and
  - (b) otherwise than in connection with a rights issue, up to an aggregate nominal amount of £7,841,272.50;
- ii) by such authority and power the Directors may during such period make offers or agreements which would or might require the making of allotments after the expiry of such period; and
- (iii) for the purposes of this resolution:
  - (a) "rights issue" means an offer of equity securities open for acceptance for a period fixed by the Directors to (i) holders on the register on a fixed record date of Ordinary shares in proportion to their respective holdings and (ii) holders on the register on a fixed record date of other equity securities to the extent expressly required or (if considered appropriate by the Directors) permitted by the rights attached thereto, but subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;
  - (b) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into Shares of the Company, the nominal amount of such Shares which may be allotted pursuant to such rights; and
  - (c) words and expressions defined in or for the purpose of Part IV of the said Act shall bear the same meanings herein;
- (iv) such authority and power shall be in substitution for the authority and power granted on 26<sup>th</sup> March 1999."

Certified a True Copy

  
S Folger, Secretary

