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Form No. 16

## THE COMPANIES (NORTHERN IRELAND) ORDER 1986

## ORDINARY/SPECIAL RESOLUTIONS(S)

OF

## RUSHBROOK PROPERTY PLC

At an Extraordinary General Meeting of the members of the above-named company duly convened and held at Fitzwilton House, Wilton Place, Dublin 2 on the 18th day of July 2002 the following Ordinary Resolutions were duly passed:

## Ordinary Resolutions

1. The members of the Company approve the issuance by Beeson Gregory Limited of an offer document dated 18 July 2002 with regard to the proposed acquisition by the Company of the entire issued share capital of Howard Holdings plc.
2. For the purposes of Article 6 of the Articles of Association of the Company, the Article 92 Amount and Article 101 Amount (as such terms are defined therein) shall herefrom be such amount and for such period as the directors of the Company at their discretion may determine and save otherwise (or as the shareholders may subsequently determine by general meeting) shall be without limitation.
3. Whereas prior to the date hereof, the Company has operated a limitation with respect to borrowings, such that the aggregate outstanding debt shall not exceed ten times the adjusted capital and reserves of Rushbrook (as calculated in accordance with the Articles of Association of the Company as they had existed prior to the members resolution of 28 June 2002) subject to the declaration that the offer made on behalf of the Company to acquire the entire issued share capital of Howard Holdings plc is unconditional in all respects, such limitation shall be without effect (save as the shareholders may subsequently determine by general meeting) and the directors of the Company may incur debt accordingly in accordance with Article 119.1 of the Articles of Association.

Signature... *B. J. Madden*  
Officer... *BRIAN J. MADDEN*  
DIRECTOR / CO. SECRETARY.

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