

Company Number 26077

THE COMPANIES ACT 1985 (as amended)

Special Resolutions
of

Delta plc

Passed 5 May 2004



At the Annual General Meeting of the above company, duly convened on 5 May 2004, the following resolutions were duly passed as Special Resolutions:-

1. THAT, Article 98 of the Articles of Association of the Company be amended by the addition of the words 'including for these purposes payments in connection with appointments onto standing committees of the Board' after the words 'ordinary remuneration' in the second line and by the deletion of the second line of the sum '£100,000' and the substitution therefore of the sum of '£300,000'.
2. THAT, the authority conferred on the Company by a special resolution passed at the extraordinary general meeting of the Company held on 25 April 1990 and subsequently renewed annually to make market purchases (as defined by Section 163(3) of the Companies Act 1985 as amended) of ordinary shares of 25p each in its capital be renewed provided that:-
 - (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 7,600,000;
 - (b) the minimum price which may be paid for each such ordinary share is the nominal value of such share and the maximum price which may be paid for such ordinary shares is not more than 5 per cent. above the average of the middle market quotations for such shares taken from the Daily Official List of the London Stock Exchange plc for the five business days in respect of which such Daily Official List is published immediately preceding the date of purchase (in each case excluding expenses);
 - (c) unless previously revoked or varied the authority hereby conferred is to expire on 5 August 2005 or at the conclusion of the annual general meeting in 2005, whichever is the earlier;
 - (d) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which may be or will be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract.

A handwritten signature in dark ink is written over a dotted line. Below the signature, the text 'Company Secretary' is printed.

Company Secretary