

No. 119609

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

of

HAMBROS PLC

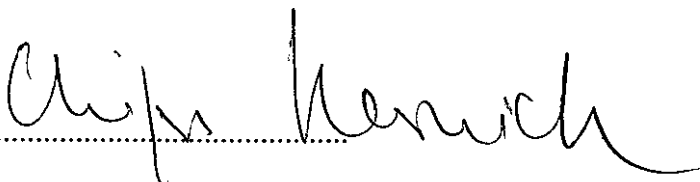
Passed 11 May 1998

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At a separate meeting of the holders of non-voting shares of £1 each of the above-named Company, duly convened and held on 11 May 1998, the following Resolution was duly passed as an Extraordinary Resolution:

EXTRAORDINARY RESOLUTION

THAT the holders of non-voting shares of £1 each in the Company hereby sanction and consent to the passing, as special resolutions, of resolutions 1 and 2 set out in the Notice convening an Extraordinary General Meeting of the Company for 11 May 1998 contained in the circular dated 17 April 1998 to, *inter alios*, the members of the Company of which the Notice of this Meeting forms a part and the carrying into effect of such resolutions and any and all variations or abrogations of the rights and privileges attached to the said non-voting shares as may be effected thereby or involved therein.



Chairman of the Meeting

