

Company Number: 1194903

THE COMPANIES ACT 1985

TWR GROUP LIMITED

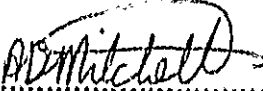
Written Resolution of the Shareholders pursuant to Regulation 53 of Table A to the Companies Act 1985 and Article 12 of the Company's Articles of Association dated 11th July, 1994.

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the addition of the words "(or such other number as may be approved from time to time by ordinary resolution)":

- (a) after the word "five" in the first line of Article 21;
- (b) after the word "votes" in the last line of Article 25; and
- (c) after the word "votes" in the second line of Article 26;

and that insofar as such amendments constitute a variation of class rights of the "A" Shares or the "B" Shares of the Company, such variation be and is hereby authorised and approved,


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SECRETARY



ANLPH39M

A281RECEIPT DATE: 26/07/94