

06 - 02 - 99

No. 1663911

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

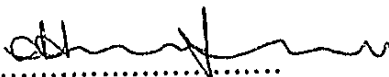
SPECIAL RESOLUTION

OF

ROVER INVESTMENTS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-mentioned Company held at International Headquarters, Warwick Technology Park, Warwick, CV34 6RG on 12th January 1999, the following resolution was duly passed as a SPECIAL RESOLUTION:-

"THAT the issued capital of the Company be reduced from £980,000,000 to £1,000,000 by the cancellation and extinction of 979,000,000 ordinary shares of £1 each registered in the sole name of Rover Group Limited."



.....  
Mr. A. T. Armitage  
Chairman of the Meeting

