

04 - 04 - 97

BIRCORP.34189/1

Company No: 1439213

The Companies Acts 1948 to 1967

A PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

IHT plc



Passed *20th December* 1996

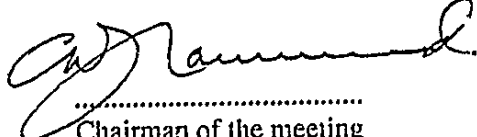
AT an extraordinary general meeting of the Company, duly convened and held on *20th December* 1996 the following resolution was duly passed as a special resolution:

RESOLUTION

"That:-

1. the authorised share capital of the Company be increased from £250,000 to £274,999 by the creation of 24,999 new Ordinary Shares of £1 each, all such shares having the rights and privileges attached thereto as set out in the Articles of Association of the Company adopted by this resolution;
2. pursuant to the provisions of Section 80 of the Companies Act 1985 ("the Act), the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section provided that:-

- 2.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of that Section) be £24,999; and
- 2.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 1st December 2001 save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry;
- 3. pursuant to the provisions of Section 95 of the Act the directors be empowered to allot equity securities (as defined in Section 94 of the Act) pursuant to the general authority given to them for the purposes of Section 80 of that Act on the same date as if Section 89(1) of that Act did not apply to any such allotment and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution; and
- 4. with effect from the passing of this resolution the regulations contained in the document produced to this meeting and for the purpose of identification marked "A" and signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company."


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Chairman of the meeting