

AGM Poll Results

At the Company's Annual General Meeting held on 16 May 2002, a poll was demanded on each of the resolutions put before the meeting. The results of the polls, as reported by Computershare Investor Services PLC, were as follows:

Resolution 1 (Adoption of 2001 Report and Accounts)

THAT the Directors' Report and the Accounts for the year ended 31 December 2001 are received and adopted.

Votes for:	256,594,886
Votes against:	102,248

Resolution 2 (Declaration of final dividend)

THAT the final dividend of 2.8p, net, per Ordinary Share recommended by the Directors is declared payable on 1 July 2002 to Ordinary Shareholders on the Register of Members at the close of business on 3 May 2002.

Votes for:	257,382,758
Votes against:	1,008

Resolution 3 (Re-election of Mr M W Welton)

THAT Mr M W Welton, who retires under Article 96 of the Articles of Association of the Company and, being eligible, offers himself for re-election, is re-elected a Director of the Company.

Votes for:	185,809,934
Votes against:	4,375,164

Resolution 4 (Re-election of Mr J L Cohen)

THAT Mr J L Cohen, who retires under Article 96 of the Articles of Association of the Company and, being eligible, offers himself for re-election, is re-elected a Director of the Company.

Votes for:	257,249,104
Votes against:	131,700

Resolution 5 (Re-election of Mr P J Lester)

THAT Mr P J Lester, who retires under Article 96 of the Articles of Association of the Company and, being eligible, offers himself for re-election, is re-elected a Director of the Company.

Votes for:	256,913,250
Votes against:	130,954

Resolution 6 (Election of Mr R J W Walvis)

THAT Mr R J W Walvis, who retires under Article 102 of the Articles of Association of the Company and, being eligible, offers himself for election, is elected a Director of the Company.

Votes for:	254,433,018
Votes against:	2,986,272

Resolution 7 (Re-appointment of auditors)

THAT Arthur Andersen be re-appointed Auditors of the Company from the end of this Annual General Meeting until the conclusion of the General Meeting at which the next Directors' Report and Accounts are laid.

Votes for: 253,998,556
Votes against: 3,422,396

Resolution 8 (Authority to allot unissued shares)

THAT the Directors be authorised in the terms of paragraph (B)(i) of Article 11 of the Company's Articles of Association to allot relevant securities for the period beginning on 16 May 2002 and ending at the conclusion of the Company's Annual General Meeting to be held in 2007, or, if earlier, on 16 May 2007 and for such period the Section 80 Amount (as defined in paragraph (B)(iii) of that Article) shall be £69,097,215, such authority to replace the authority to allot relevant securities granted by Resolution 9 passed at the Annual General Meeting of the Company held on 2 May 2001.

Votes for: 256,919,725
Votes against: 127,441

Resolution 9 (Authority to allot shares for cash)

THAT, subject to and conditional upon the passing of Resolution 8 set out in this Notice of Annual General Meeting dated 9 April 2002, the Directors be empowered in the terms of paragraph (B)(ii) of Article 11 of the Company's Articles of Association to allot equity securities pursuant to the authority granted by that Resolution wholly for cash for the period beginning on 16 May 2002 and ending at the conclusion of the Company's Annual General Meeting to be held in 2003 or, if earlier, on 16 August 2003 and for such period the Section 89 Amount (as defined in paragraph (B)(iii) of that Article) shall be £10,364,582.

Votes for: 256,893,693
Votes against: 490,073

Resolution 10 (Authority to buy back Ordinary and Preference Shares)

THAT, pursuant to Article 7 of the Company's Articles of Association and subject to and conditional upon the passing of the Extraordinary Resolution set out in the Notice dated 9 April 2002 convening a Separate Class Meeting of the holders of the Cumulative Convertible Redeemable Preference Shares of 1p each in the Company (the 'Convertible Preference Shares'), the Company be and is hereby generally and unconditionally authorised for the purpose of Section 166 of the Companies Act 1985 to make one or more market purchases (within the meaning of Section 163(3) of that Act) of ordinary shares of 50p each in the Company (the 'Ordinary Shares') and/or Convertible Preference Shares in the Company on the following terms:

(a) the maximum number of ordinary shares hereby authorised to be purchased is 41,458,328 and the maximum number of Convertible Preference Shares hereby authorised to be purchased is 16,628,652;

(b) the maximum price (exclusive of expenses) which may be paid for a share shall be not more than 5% above the average of the market value of a share of the same class for the five business days immediately preceding the date on which such share is contracted to be purchased;

(c) the minimum price (exclusive of expenses) which may be paid for a share is its nominal value;

(d) unless previously varied, revoked or renewed, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2003 or on 16 November 2003, whichever shall be the earlier; and,

(e) the Company may make a contract or contracts to purchase shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may purchase shares in pursuance of any such contract or contracts.

Votes for: 257,326,797

Votes against: 56,969

Resolution 11 (Authority to make EU political donations)

THAT the Company be authorised to make donations to EU political organisations and to incur EU political expenditure, not exceeding £25,000 in total in each year during the period of four years beginning with the date of the 2002 Annual General Meeting.

Votes for: 201,081,799

Votes against: 8,743,411

Accordingly, Resolutions 1 to 8, (inclusive) and Resolution 11 were passed as Ordinary Resolutions, and Resolutions 9 and 10 were passed as Special Resolutions.

17 May 2002