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Reg No. 55973

**HIGGS and HILL PLC**

***EXTRACT FROM THE MINUTES OF THE NINETY-NINTH  
ANNUAL GENERAL MEETING  
HELD AT THE HOWARD HOTEL, TEMPLE PLACE, LONDON  
ON TUESDAY 4 JUNE 1996 AT 12 NOON:-***

**SPECIAL BUSINESS - RESOLUTION 8 - DISAPPLICATION OF PRE-EMPTION RIGHTS**

The Chairman then referred to Resolution No. 8 in the Notice of the Meeting which was additional to the normal business of the Annual General Meeting and was therefore shown under Special Business. Resolution No. 8 as set out in the Notice of the Meeting and explained in the circular to the shareholders dated 3 May 1995 was proposed as a Special Resolution.

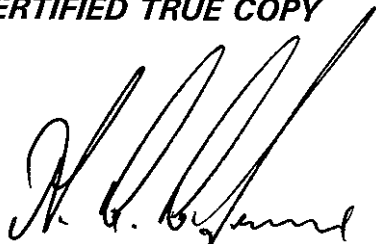
Subject to the passing of the previous resolution and on the motion of the Chairman IT WAS UNANIMOUSLY RESOLVED, as a special resolution, that the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 as amended (the Act) to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred by the said resolution as if Section 89(1) did not apply to any such allotment provided that such powers shall be limited:

- (a) to the allotment of equity securities in connection with any offer of equity securities by way of rights in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of such shareholders on a fixed record date are proportionate (as nearly as may be) to the respective numbers of such shares held by them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any legal or practical problems under the laws of overseas territories or the requirements of any regulatory body or any other Stock Exchange in any territory or in relation to fractional entitlements; and
- (b) to the allotment (otherwise than pursuant to paragraph (a) above) of equity securities having in the case of relevant shares a nominal amount or in the case of other equity securities giving the right to subscribe for or convert into relevant shares having an aggregate nominal value of £827,000.



and unless previously revoked or varied, such power shall expire at the conclusion of the next annual general meeting of the company or 3 September 1997 whichever is the sooner save that the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred thereby had not expired.

**CERTIFIED TRUE COPY**

A handwritten signature in black ink, appearing to read 'A. G. Confavreux', written over a horizontal line.

**A G CONFAVREUX  
GROUP COMPANY SECRETARY**