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COMPANIES FORM No. 123

123

Notice of increase in nominal capital

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

*Insert full name
of company

Name of company

* TURNPIKE GROUP PLC

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 29 JULY 1998 the nominal capital of the company has been increased by £ 600,000 beyond the registered capital of £ 1,400,000.

A copy of the resolution authorising the increase is attached.[†]

[†]The copy must be
printed or in some
other form approved
by the registrar

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

THE NEW ORDINARY SHARES OF 5 PENCE EACH
WILL RANK PARI PASSU IN ALL RESPECTS
WITH THE EXISTING ORDINARY SHARES OF 5 PENCE
EACH IN THE CAPITAL OF THE COMPANY

Please tick here if
continued overleaf

☐

Insert Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Designation: DIRECTORDate 11. 3. 98

Presenter's name, address and
reference (if any):

N. L. PARDON
TURNPIKE GROUP PLC
GEORGE STREET
WEST MIDLANDS
B70 6NH

For official use
General section

Post room

**OYEZ**

The Solicitors' Law Stationery Society Ltd, Oyez House, 7 Spa Road, London SE16 3QQ

Companies G123

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TURNPYKE GROUP PLC

MINUTES of the Ninety Third Annual General Meeting of the Company held at the premises of Dart Spring Limited, Tipton, DY4 7BU on Wednesday 29th July 1998 at 4.30pm

Present:	E.J Cater	(Chairman)
	C.A.R Gillams	(Chief Executive)
	N.L Purden	(Finance Director)
	M.J Legge	(Shareholder)
	S. Banerjee	(Shareholder)

In Attendance: **J. Tomlinson**

1. Quorum and Purpose of Meeting

- 1.1 The Chairman confirmed that a quorum of shareholders was present in accordance with the Articles of Association of the Company.
- 1.2 The Chairman proposed and the meeting accepted that the Notice of Meeting contained on page 31 of the Annual Report and Accounts of the Company be taken as read.

2. Ordinary Business

- 2.1 The Chairman proposed the first resolution to receive and adopt the financial statements for the year ended 31st December 1997, together with the reports of the directors and auditors. Mr C A R Gillams seconded the motion.
- 2.2 The resolution was then put to the meeting and was declared by the Chairman as carried unanimously.
- 2.3 The Chairman proposed the second resolution to approve the payment of a proposed final dividend of 0.1p (net) per ordinary share. Mr N.L Purden seconded the resolution.
- 2.4 The resolution was put to the meeting and was declared by the Chairman as carried unanimously.
- 2.5 The Chairman then proposed the third resolution to re-elect as a director of the company Mr N.L Purden who retired by rotation. This motion was seconded from the floor by Mr M.J Legge.
- 2.6 The resolution was put to the meeting and declared by the Chairman as carried unanimously.

- 2.7 The Chairman proposed the fourth resolution to re-appoint Deloitte and Touche as auditors and to authorise the Directors to determine their remuneration. Mr N.L Purden seconded the resolution. A question from the floor was put to the Chairman requesting whether alternative audit fee quotations had been obtained. In response the Chairman stated that alternative quotations were obtained on a periodic basis.
- 2.8 The resolution was then put to the meeting and declared by the Chairman as carried unanimously.
- 3. Special Business**
- 3.1 The Chairman then proposed as Special Business the fifth resolution as an ordinary resolution to increase the authorised share capital to £2,000,000 by the creation of 12,000,000 new ordinary shares of 5 pence each and to grant the necessary authority to allot shares pursuant to Section 80 of the Companies Act 1985. Mr C A R Gillams seconded the resolution.
- 3.2 The resolution was put to the meeting and declared by the Chairman as carried unanimously.
- 3.3 The Chairman then proposed as Special Business the sixth resolution as an ordinary resolution to approve the draft rules of the Turnpyke Group Plc Savings Related Share Option Scheme and to empower the directors to make such amendments to the scheme rules as may be required to obtain the approval of the Board of the Inland Revenue to the scheme. Mr N.L Purden seconded the resolution.
- 3.4 The resolution was put to the meeting and declared by the Chairman as carried unanimously.
- 3.5 The Chairman then proposed as Special Business the seventh resolution as a special resolution to grant Directors power pursuant to Section 95 of the Companies Act 1985 to allot equity securities for cash other than on a pro-rata basis. Mr C A R Gillams seconded the resolution.
- 3.6 The resolution was put to the meeting and declared by the Chairman as carried unanimously.
- 3.7 The Chairman stated that since the Chairman's Statement accompanying the 1997 results had been issued as recently as the 23rd June 1998, there was nothing to add in relation to the current trading of the group.
- 3.8 There being no further business the Chairman declared the meeting closed.

