

Registered Number: 79136

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

-of-

TURNPYKE GROUP PLC

(Passed the 30th day of June 1995)



AT AN EXTRAORDINARY GENERAL MEETING of the Members of the Company duly convened and held at Rutland House, 148 Edmund Street, Birmingham, B3 2JR on the 30th day of June 1995 at 9.30 a.m. the following *RESOLUTION* was unanimously passed as a *ORDINARY RESOLUTION*:-

ORDINARY RESOLUTION

"THAT the Acquisition (as defined in and on the terms described in the Circular to shareholders dated 14th June 1995) be approved for the purposes of the Listing Rules of the London Stock Exchange and generally and the Directors of the Company be authorised to implement the same by completing the Agreement (as defined in the said Circular) which Agreement be and is hereby approved and at the Directors be and are hereby authorised to do all things to carry the Agreement into effect with such minor modifications (if any) as they deem fit."

.....*Eric Cart*.....
CHAIRMAN