

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

**ORDINARY AND SPECIAL RESOLUTIONS**

of

**TURNPYKE GROUP PLC**  
(Passed 21 April 1999)



AT AN EXTRAORDINARY GENERAL MEETING of the Members of the Company duly convened and held at the offices of Peel Hunt & Company Limited, 62 Threadneedle Street, London EC2R 8HP on 21 April 1999 at 10 am the following Resolutions 1, 2, 3 and 4 were passed as Ordinary Resolutions and Resolution 5 as a Special Resolution.

**ORDINARY RESOLUTIONS**

- 1 "THAT the disposal of the entire issued share capital of Beeley Wood Properties Limited as described in the circular of which this notice forms part pursuant to the terms of an agreement dated 1 December 1998 and other ancillary agreements be and it is hereby ratified." ✓
- 2 "THAT the disposal of the freehold interest in the Ettingshall Road site occupied by the business of Morris Springs Limited as described in the circular of which this notice forms part pursuant to the terms of an agreement dated 22 December 1998 and other ancillary documents be and it is hereby ratified." ✓
- 3 "THAT the disposal of the entire issued share capital of The West Bromwich Spring Limited to Hebron & Medlock (Holdings) Limited as described in the circular of which this notice forms part pursuant to the terms of a conditional sale and purchase agreement dated 11 March 1999 and made between the Company and Hebron & Medlock (Holdings) Limited and other ancillary documents be and it is hereby approved and that the Directors be and they are hereby authorised to take all such steps as may be necessary or desirable in relation thereto and do

carry the same into effect with such modifications, variations, revisions or amendments (provided that they are not modifications, variations, revisions or amendments which are in the opinion of the Directors of a material nature) to any documents relating thereto as they shall deem necessary or appropriate to effect of facilitate such disposal."

- 4 "THAT each ordinary share of £0.05 (five pence) in the capital of the Company be sub-divided into one ordinary share of £0.005 (half a pence) each and one non-voting deferred share of £0.045 (four and a half pence) each, such shares having the respective rights and being subject to the respective restrictions attaching thereto under the Articles of Association of the Company as amended pursuant to Resolution 5 below."

#### **SPECIAL RESOLUTION**

- 5 "THAT the existing Articles of Association of the Company be and they are hereby amended by the addition of a new Article 4(a):

"4(a) The holders of non-voting deferred shares of 4.5p each ("Deferred Shares") shall not be entitled to receive notice to attend or vote at any general meeting of the Company, receive a dividend, participate in a return of the capital of the Company, or to any other right to participate in the income or capital of the Company."



CHAIRMAN