

Company Number 79136

THE COMPANIES ACT 1985
PUBLIC LIMITED COMPANY

ORDINARY AND SPECIAL RESOLUTIONS

of
TURNPYKE GROUP PLC
(Passed 10 September 1997)

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the Company duly convened and held at the offices of Edge & Ellison, Rutland House, 148 Edmund street, Birmingham B3 2JR on 10 September 1997 at 10.30 am the following Resolutions were unanimously passed as to Resolution 1 as an Ordinary Resolution and as to Resolution 2 as a Special Resolution:

ORDINARY RESOLUTION

- 1 That the acquisition by the Company of the entire issued share capital of Dart Spring Limited (as described in a circular to shareholders dated 15 August 1997) pursuant to and on the terms of an agreement dated 25 July 1997 and made between West Midlands Enterprise Board (Investments) Limited and others (1) and the Company (2) (as amended by an escrow agreement dated 13 August 1997 and made between the same parties) be and is hereby approved and the Directors be authorised to complete the acquisition with such minor amendments as they deem appropriate.



SPECIAL RESOLUTION

2 THAT:

- (a) the Memorandum of Association of the Company be amended by the insertion of the following object clause as clause 4 (33):

"to enter into guarantees, contracts of indemnity and suretyship of all kinds and to guarantee, grant indemnities in respect of or otherwise support or secure, whether by personal covenant or by mortgage, charge, standard security, lien or other security upon all or any part of the undertaking, property, assets, rights and revenues present or future and uncalled capital of the Company or by any one or more of such methods or by any other means whatsoever, the liabilities and obligations of and payment of any monies whatsoever (including but not limited to principal, interest and other liabilities arising in connection with any borrowings) by any person, firm or company (whether or not any such person, firm or company has objects or engages or is intending to engage in businesses similar to those of the Company) including without limitation any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of any holding company of the Company or which is otherwise associated in any way with the Company";

- (b) the Articles of Association of the Company be amended by the deletion of the existing Articles 94 and 95 and the substitution in lieu thereof of the following:

94 Save as herein provided, a Director shall not vote in respect of any contract, arrangement, transaction or proposed contract, transaction or arrangement or any other proposal whatever in which he has an interest which (together with any interest of any person connected with him) is to his knowledge a material interest which conflicts or may conflict with the interests of the Company and which arises otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting. The interest of any Director as a director of or nominee shareholder in any subsidiary

of the Company shall not be regarded as a material interest which conflicts or may conflict with the interest of the Company for the purpose of this Article or otherwise as precluding a Director from voting in respect of any contract arrangement transaction or proposed contract transaction or arrangement or any other proposal (irrespective of with whom such contract transaction or arrangement or proposed contract, transaction or arrangement is or may be made or to whom such proposal relates) in which a Director is interested only because he is such a director or nominee shareholder and a Director may accordingly be counted in the quorum at a meeting at which a resolution relating to such a matter in which he is so interested is considered.

95 A Director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) and irrespective of whether or not he has declared his interest as required by Article 93 or as required by the Statutes or on any other basis and irrespective of whether or not there is any independent director or quorum of directors present to receive any such declaration of interest in respect of any resolution:

95.1 relating to the giving of any security, guarantee or indemnity in respect of:

95.1.1 money lent or obligations incurred by him or by any other person at the request of or for the benefit of, the Company or any of its subsidiaries; or

95.1.2 a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or part under a guarantee or indemnity or by the giving of security;

95.2 relating to any arrangement or proposal where the Company or any of its subsidiaries is offering securities in which offer the Director is or may be entitled to

participate as a holder of securities or in the underwriting or sub-underwriting of which the Director is to participate;

- 95.3 relating to another company in which he and any persons connected with him do not to his knowledge hold an interest in shares (as that term is used in Sections 198 to 211 of the Act) representing one per cent. or more of either any class of the equity share capital, or the voting rights, in such company;
 - 95.4 relating to an arrangement for the benefit of the employees of the Company or any of its subsidiaries which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangements relate; or
 - 95.5 concerning insurance which the Company proposes to maintain or purchase for the benefit of the Directors or for the benefit of persons including the Directors.
- 95.A A Director shall not vote or be counted in the quorum on any resolution concerning his own appointment as the holder of any office or place of profit with the Company or any company in which the Company is interested including fixing or varying the terms of his appointment or the termination thereof.
- 95.B Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such cases each of the Directors concerned (if not debarred from voting under the provisions of this Article 95) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
- 95.C If any question shall arise at any meeting as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any Director (other than himself) shall be final and

conclusive except in an case where the nature or extent of the interests of the Director concerned have not been fairly disclosed. In the event any such question is referred to the chairman as aforesaid and the chairman is also the Director in question the other Directors shall appoint one of their number to be chairman for the purpose of such reference only.

For the purpose of this Article 95, an interest of a person who is for the purposes of the Act, connected with a Director, shall be treated as such Director's interest and in relation to an alternate, an interest of his appointor shall be treated as such alternate's interest.

Eric Cart.
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CHAIRMAN