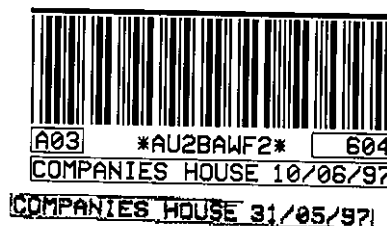


**CONFORMED COPY**

**Company Number 79136**

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

**RESOLUTIONS**  
of  
**TURNPYKE GROUP PLC**  
(Passed 31 July 1996)



AT AN ANNUAL GENERAL MEETING of the Members of the Company duly convened and held at Rutland House, 148 Edmund Street, Birmingham, B3 2JR on 31 July 1996 at 2.00pm the following Resolutions was unanimously passed as Ordinary and Special Resolutions:

## ORDINARY RESOLUTION

5 That:

- (a) the authorised ordinary share capital of the Company be increased from £1,250,000 to £1,325,000 by the creation of 1,500,000 new ordinary shares of 5p each ranking pari passu in all respects with the existing ordinary shares of 5p each on the capital of the Company;
- (b) the directors be and they are hereby granted an unconditional authorisation pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities of the Company up to an aggregate nominal amount of £288,531 provided that such authority shall expire at the conclusion of the next annual general

meeting of the Company save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if this authority had not expired and this authority shall replace any previous authorities which are hereby revoked (save as to the extent that any of them have been exercised or agreed to be exercised prior to the taking effect of this authority).

## SPECIAL RESOLUTION

- 6 That the directors of the Company be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities for cash pursuant to the general authority conferred upon them under resolution 5 above as if Section 89(1) of the Act did not apply to any such allotment and so that the power conferred by this paragraph shall enable the Company to make any offer or agreement before the expiry of the period of authority which would or might require equity securities to be allotted after the expiry of such period and so that notwithstanding such expiry the directors may allot equity securities pursuant to any such offer or agreement previously made by the Company as if the power conferred hereby had not expired PROVIDED, however, that the power shall be limited:
- (a) to the allotment of equity securities in connection with or pursuant to any arrangements whereby the holders of shares at a record date adopted for the purposes of the arrangement are entitled to acquire shares of the Company issued for cash pursuant to such arrangement, in the proportion (as nearly as may be) to such holders' holdings of shares (or, as appropriate, to the numbers of such shares which such holders are for the purpose deemed to hold) subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements, statutory restrictions or legal or practical problems under or resulting from the apparent application of the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory; and

- (b) to the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal value of £55,491 being approximately 5 per cent of the nominal value of the issued ordinary share capital of the Company as it will be following subscription for the warrants and share options in full and shall expire at the conclusion of the Annual General Meeting of the Company next following the passing of this resolution except to the extent that the same is renewed or extended on or before that date.

.....  
CHAIRMAN