

Company No: 79136

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

-of-

TURNPYKE GROUP plc

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above Company duly convened and held at The Great Eastern Hotel, Liverpool Street, London, EC2 on Thursday the 27th day of April 1995 the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS:-

SPECIAL RESOLUTIONS

1. "THAT the share capital of the Company be reduced by cancelling and extinguishing all of the Deferred Shares of 10p in the capital of the Company."
2. "THAT the share capital of the Company be reduced by cancelling and extinguishing all the New Deferred Shares of 9.9p in the capital of the Company."



3. "THAT" the Share Premium Account of the Company be reduced by £8,393,720."

..... *Eric Cole*

CHAIRMAN