

EUROPEAN MOTOR HOLDINGS plc

COMPANY NUMBER 122207

At the Annual General Meeting of the Company held on 17 June 2005, the resolutions set out in the attached Notice of Meeting were duly passed.



M D Beacham
Secretary



NOTICE OF MEETING

Notice is hereby given that the ninety second Annual General Meeting of the members of European Motor Holdings plc will be held at the Michael Powles Bentley dealership at Watermead Business Park, Syston, Leicester LE7 1PF on 17 June 2005 at 12.00 noon to transact the following business, of which resolutions 1 to 7 will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions.

Ordinary business

1. That the Report of the Directors, the Report of the Independent Auditors and the audited financial statements for the year ended 28 February 2005 be received and adopted.
2. That the Directors' Remuneration Report for the year ended 28 February 2005 be received and adopted.
3. That a final dividend of 5.8 pence per share be declared in respect of the year ended 28 February 2005, payable on 6 September 2005 to members on the register on 5 August 2005.
4. That Grant Thornton UK LLP be re-appointed as auditors and that the Directors be authorised to agree their remuneration.
5. That Mr R J Smith, having retired as a Director and having consented to offer himself for re-election to the Board, be re-elected as a Director of the Company.* †
6. That Mr R T Palmer, having retired by rotation in accordance with the Company's Articles of Association and having consented to offer himself for re-election to the Board, be re-elected as a Director of the Company

Special business

7. That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 and in substitution for any existing power to allot relevant securities to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £7,035,429 provided that this authority shall expire on 17 September 2006 or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements.
8. That authority be given for the market purchase by the Company on the London Stock Exchange of not more than 14 per cent of the issued share capital of Ordinary Shares of 40p each of the Company (being a purchase of shares which is subject to a marketing arrangement as defined in section 163(2) of the Companies Act 1985) at not more than 105 per cent of the average of the market values for the Ordinary Shares (as derived from the Daily Official List of the London Stock Exchange) for the five business days before the day on which the purchase is made, nor less than 40p. The authority conferred hereby shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2006 save that the Company may before such expiry enter into a contract to purchase the Ordinary Shares under which such purchase may be completed or executed wholly or partly after the expiration of this authority.
9. That the Directors be and they are hereby empowered pursuant to section 95 of the Companies Act 1985: (i) to allot equity securities (within the meaning of section 94 of the Companies Act 1985) pursuant to the authority conferred on them by Resolution 7 set out in the Notice of this Meeting; and (ii) to transfer equity securities (within the meaning of section 94 of the Companies Act 1985) which are held by the Company in treasury, as if section 89(1) of the Companies Act 1985 did not apply to such allotment, provided that this power shall be limited to:
 - 9.1 the allotment of equity securities in connection with or the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to holders of Ordinary Shares and such other equity securities of the Company as the Directors may determine on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto (including equity securities which, in connection with such offer or invitation, are the subject of such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems of any recognised regulatory body or any stock exchange;

NOTICE OF MEETING

(Continued)

9.2 the allotment of equity securities pursuant to the terms of any share scheme for employees approved by the members of the Company in general meeting and/or the transfer of any shares acquired or held by the Company in treasury; and

9.3 the allotment (otherwise than pursuant to paragraphs 9.1 and 9.2 above) of equity securities of a nominal amount not exceeding in aggregate £1,065,974,

and shall expire on the earlier of the revocation of such authority and 17 September 2006 or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted in pursuance of such offers or agreements as if the power conferred hereby had not expired.

By order of the Board

M D Beacham FCA
Secretary

Dated 27 April 2005

Registered Office: Craigmare House, Remenham Hill, Henley-on-Thames, Oxon RG9 3EP

Notes:

A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his place. A proxy need not be a member of the Company. A form of proxy is enclosed which shareholders are invited to complete and return to the Company's Registrars not later than 48 hours before the time fixed for the meeting.

The Company, pursuant to regulation 41 of the Uncertified Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 12.00 noon on 15 June 2005 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

Copies of the Register of Directors' interests in the shares of the Company and the Directors' service contracts are available for inspection during normal business hours on any weekday (Saturdays and public holidays excluded) at the registered office of the Company. Copies of such Register and service contracts and the register of Directors' interests will also be available for inspection at the Annual General Meeting from 11.45 am until the conclusion of the meeting.

*Member of Remuneration Committee.

†Member of Audit Committee.