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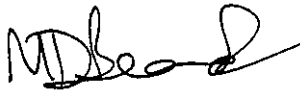
Karen Burrows

- 1) Res no. 5 entered as special - shld be ord.
- 2) Res no. 6 not actioned

EUROPEAN MOTOR HOLDINGS plc

COMPANY NUMBER 122207

At the Annual General Meeting of the Company held at 72 Upper Thames Street London EC4R 3TA on 8 September 1995, 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 eighty second Annual General Meeting of the members of European Motor Holdings plc will be held at the Mercedes-Benz showroom of Normand Motor Group Limited, Thames Exchange, Upper Thames Street, London EC4R 3TA on 8 September 1995 at 12.00 noon to transact the following business, of which resolutions 1 to 5 will be proposed as ordinary resolutions and resolutions 6 and 7 will be proposed as special resolutions.

Ordinary business

1. That the Report of the Directors and the audited financial statements for the year ended 31 March 1995 be received and adopted.
2. That a final dividend of 3 pence per share be declared in respect of the year ended 31 March 1995, payable on 3 October 1995 to members on the register on 11 July 1995.
3. That Grant Thornton be re-appointed as auditors and that the Directors be authorised to agree their remuneration.
4. 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 elected as a Director of the Company.

Special business

5. 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 £7,519,708.40 provided that this authority shall expire on 8 December 1996 or, if earlier, the date 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.
6. That the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to the authority conferred on them by Resolution 5 set out in the Notice of this Meeting as if Section 89(1) of the Companies Act 1985 did not apply to such allotment, provided that this power shall be limited to:
 - 6.1 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 under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or otherwise howsoever; and
 - 6.2 the allotment (otherwise than pursuant to paragraph 6.1 above) of equity securities of a nominal amount not exceeding in aggregate £1,072,014.40;and shall expire on the earlier of the revocation of such authority and 8 December 1996 or, if earlier, the date 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.

NOTICE OF MEETING

(Continued)

7. That the Articles of Association of the Company be altered as follows:

7.1 by deleting entirely article 19.2 and adding in its place a new article as follows:

"issued under the Seal or bearing an imprint of the Seal or such other form of authentication as the Board may determine, and shall specify the number, class and distinguishing number (if any) of the shares to which it relates and the amount or respective amounts paid up on them.";

7.2 by deleting in article 47.3 the word "daily";

7.3 by inserting after the words "in which he" in line 3 of article 101 the words "(or any person with whom he is connected within section 346 of the 1985 Act)"; and

7.4 by deleting entirely article 139 and adding in its place a new article 139 as follows:

"Any dividend or any other moneys payable on or in respect of shares may be paid by cheque, warrant or similar financial instrument, or by other means, sent direct to the registered address of the member or person entitled thereto or, in the case of joint holders, to the registered address of the holder who is first named in the Register, or sent to such person and to such address as the holder or joint holders may in writing direct. Such payment may be sent through the post or equivalent means of delivery or by such other means, including by electronic media, offered by the Company as the holder or joint holders may in writing agree. Every such cheque, warrant, financial instrument or other form of payment shall be made payable to the order of the person to whom it is sent or to such other person as the holder, or joint holders, may in writing direct, and payment of the cheque, warrant, instrument or other form of payment shall be a good discharge to the Company. Every such payment shall be sent at the risk of the person entitled to the money represented thereby."

M D Beacham FCA
Secretary

Dated 12 July 1995

Registered Office: Abbey Road, Park Royal, London NW10 7RY

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.

There are no contracts of service between Directors and the Company or any of its subsidiary undertakings.