

40-14-91

REF:VH/10

DUPLICATE

COMPANY NO: 231889
COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS OF

BOVIS LIMITED

Passed on the 18th day of October 1997

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held on the 18th day of October 1997 at Liscartan House, 127 Sloane Street, London SW1X 9BA, the following Resolutions were duly passed an ORDINARY AND SPECIAL RESOLUTION of the Company respectively:

Ordinary Resolutions:

- (1) That the 1,132,000 Unclassified Shares of 25 pence each of the Company be and are hereby reclassified into 1,132,000 Ordinary Shares of 25 pence each.
- (2) That the 69,500,000 Ordinary Shares of 25 pence each of the Company be and are hereby consolidated and divided into 17,375,000 Ordinary Shares of £1 each.
- (3) That the authorised share capital of the Company be increased from £17,375,000 to £20,000,000 by the creation of an additional 2,625,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing Ordinary Shares.
- (4) That the directors of the Company be and are hereby, generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985, for the period commencing on and with the effect from the date of adoption of this Resolution and expiring on the first anniversary of such date, to exercise all the powers of the Company to allot a further 3,178,148 Ordinary Shares of £1 each in the Company in addition to the existing issued share capital of £16,743,000.

Special Resolution:

- (5) That, for the avoidance of doubt, the pre-emption provisions contained in Section 89 of the Companies Act 1988 and any pre-emption provisions that may be contained in the Company's Articles of Association (if any) are excluded and shall not apply to the allotment of the Ordinary Shares pursuant to the authority granted to the directors in resolution (3) above.

J.C.J. Reames
R C D REAMES
CHAIRMAN OF THE MEETING

DATE 18/10/97

