CLYDE CRANE AND BOOTH LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 1995 **ANNUAL GENERAL MEETING** of the Company will be held at Moor Lane Derby on Thursday 1 June 1995 at 12.45 p.m. for the following purposes:

1. To receive the Annual Report for the year ended 31 December 1994.

2. To pass the following Elective Resolutions in accordance with Section 379A of the Companies Act 1985 (the Act).

   The Company hereby elects :

   2.1 **to** dispense with the laying of the Annual Report before the Company in General Meeting pursuant to Section 252 of the Act.

   2.2 **to** dispense with the holding of Annual General Meetings pursuant to Section 366A of the Act.

3. To pass the following resolution as a **Special Resolution:**

   THAT whilst election 2.2 above remains in force, any requirement in the Company's Articles of Association that a director or directors retire by rotation is hereby suspended as if such requirement did not form part of the said Articles of Association.

PROXY : A member entitled to attend and vote at the above meeting, is entitled to appoint a proxy to attend and, on a poll, to vote in his stead. A Proxy need not be a member of the Company.

By Order of the Board

J R Ashfield
Secretary
Derby
2 May 1995

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