

COMPANY NUMBER: 417183

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTION

of

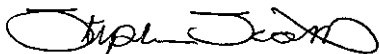
TORDAY & CARLISLE PLC

passed on 17 April 1998

At an extraordinary general meeting of the above named Company held at 11.30am on 17 April 1998 at the Company's offices at West Chirton Industrial Estate, Gloucester Road, North Shields, NE29 8RQ, the following resolution was passed as an ordinary resolution:

**Resolution 1**

That, conditional on the admission of 17,640,431 ordinary shares of 5 pence each in the capital of the Company to the Official List of the London Stock Exchange Limited becoming effective in accordance with the listing rules of London Stock Exchange Limited by 8.30 am on 20 April 1998 (or such later time and/or date as the directors of the Company and Apax Partners & Co Corporate Finance Limited may agree, but in any event no later than 30 April 1998), the authorised share capital of the Company be increased from £1,350,000 to £2,250,000 by the creation of an additional 18,000,000 ordinary shares of 5 pence each, each ranking *pari passu* in all respects with the existing ordinary shares of 5 pence each in the capital of the Company.



.....  
Director

