

DUTTON-FORSHAW (LAND MACHINERY) LIMITED

MINUTES OF AN EXTRAORDINARY GENERAL MEETING

HELD AT *BENUELL HOUSE, SUNNING*

ON 12<sup>th</sup> DEC. 1997

PRESENT:

*J.R. Robinson*  
*A.E. Manning*

*447678*

IN ATTENDANCE:

1. CHAIRMAN & QUORUM

*J.R. Robinson* was appointed chairman of the meeting. The Chairman announced that consent to the meeting being held at short notice had been given by the requisite majority of members entitled to attend and vote at the meeting and declared that a quorum was present. It was unanimously agreed that the notice convening the meeting should be taken as read.

2. RESOLUTION 1

The chairman proposed the special resolution 1 set out in the notice. The resolution was put to the meeting and carried unanimously on a show of hands.

3. RESOLUTION 2

The chairman proposed special resolution 2 set out in the notice. The resolution was put to the meeting and carried unanimously on a show of hands.

4. **RESOLUTION 3**

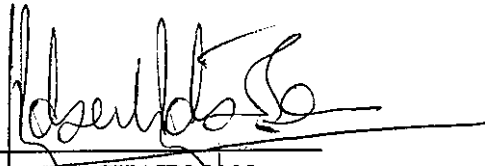
The chairman proposed special resolution 3 set out in the notice. The resolution was put to the meeting and carried unanimously on a show of hands.

5. **RESOLUTION 4**

The chairman proposed special resolution 4 set out in the notice. The resolution was put to the meeting and carried unanimously on a show of hands.

6. **CLOSE OF MEETING**

There being no other business, the chairman declared the meeting closed.

  
CHAIRMAN

**DUTTON-FORSHAW (LAND MACHINERY) LIMITED (the "Company")**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

447678

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the Company will be held at Sunday on 12<sup>th</sup> Dec. 1997 at 3 ~~am~~ p.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as special resolutions:

1. THAT the Company's Articles of Association be altered by the addition of the following Article as Article 13:

Clause 10 of Part I of Table A Companies Act 1948 shall be omitted.

2. THAT the Company's Articles of Association be altered by the addition of the following Article as Article 14:

Clause 11 of Part 1 of Table A Companies Act 1948 shall have inserted at the beginning the following: "Subject to Article 16,"

3. THAT the Company's Articles of Association be altered by the addition of the following Article as Article 15:

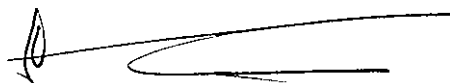
Clause 3 of Part II of Table A Companies Act 1948 shall have inserted at the beginning the following: "Subject to Article 16,"

4. THAT the Company's Articles of Association be altered by the addition of the following Article as Article 16:

Notwithstanding anything contained in Clauses 11 to 14 of Part I of Table A Companies Act 1948 and Clause 3 of Part II of Table A Companies Act 1948, the Company and the Directors shall be bound to recognise a transfer of any share in the Company the transfer of which is required by any person or person's nominee pursuant to such person's proper enforcement of security granted to such person over

such share and shall not be entitled to exercise any lien which the Company has in respect of such share.

BY ORDER OF THE BOARD



SECRETARY/DIRECTOR

Date: 12<sup>th</sup> Dec. 1997

Registered office:

~~Berkley Square~~

~~London W1X 3PN~~

Redlake Trading Ltd.  
Lugbridge  
Devon.