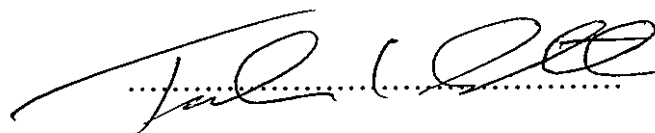


THE COMPANIES ACT 1985  
RESOLUTIONS  
SPECIALIST VEHICLES LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the above Company duly convened and held at Dennis Way Guildford Surrey GU1 1AF on 3<sup>rd</sup> December 1996 at 9 a.m. the following Resolutions were duly passed as Ordinary Resolutions

RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £200 to £12,500,000 by the creation of 12,499,800 Ordinary Shares of £1 each having the rights set out in the Company's Articles of Association
2. THAT the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for a period from the date of the passing of this Resolution until 31st December 1999, all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £12,499,800 and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period provided that such allotments would fall within the limit aforesaid if made during the said period; for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section 80 shall bear the same meaning herein.



Chairman

