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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS OF

FOREST TRAFFIC SIGNALS LIMITED

(Passed on 23rd day of MAY 1995)

AT an Extraordinary General Meeting of the above named Company duly convened and held on 23rd MAY 1995 the following Resolutions were passed as Ordinary and Special Resolutions of the Company:-

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £100 to £700 by the creation of a further 600 Ordinary Shares of £1 each.
2. THAT the Directors of the Company be generally authorised to allot relevant securities up to a maximum amount of £600 pursuant to Section 80 of the Companies act 1985, subject to the provisions of the Company's Articles of Association, to such persons on such conditions as they think fit at any time until 31st December 1995 provided that no share shall be issued at a discount.

SPECIAL RESOLUTIONS

3. THAT pursuant to the provisions of Section 95 of the Companies Act 1985 the Directors are empowered to allot equity securities (as defined in Section 94 of that Act) pursuant to the general authority given to them for the purposes of Section 80 of Companies Act 1985 under resolution 2 above as if Section 89(1) of that Act did not apply to any such allotment up to 600 Ordinary Shares of £1 each and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution.



Dated: 23rd MAY 1995.

Chairman of the Meeting

REF: \DOC\FORREST.EGM

