

**Notice of consolidation, division,  
sub-division, redemption or  
cancellation of shares, or conversion,  
re-conversion of stock into shares**Please do not  
write in  
this margin

Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

1946949

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

\* SFI Grow PLC

\* insert full name  
of company

gives notice that:

THAT THE ORDINARY SHARES OF £1 EACH IN THE CAPITAL  
OF THE COMPANY BE SUB-DIVIDED INTO ORDINARY SHARES OF  
25p EACH, AND THE DIRECTORS AUTHORISED TO CANCEL EXISTING  
SHARE CERTIFICATES AND TO ISSUE NEW CERTIFICATES FOR FOUR  
25p ORDINARY SHARES FOR EACH £1 SHARE HELD

† Insert:  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

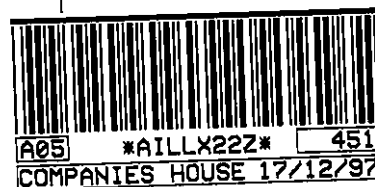
Signed

Designation† COMPANY  
SECRETARY

Date 18/1/97

Presentor's name address and  
reference (if any):For official Use  
General Section

Post room



**SFI GROUP PLC**  
(Registered in England and Wales with number 1946949)

MINUTES of an ANNUAL GENERAL MEETING of the Members of SFI Group plc (the "Company") held at Minster Pavement Café Bar, Mincing Lane, London, EC3 at 11 a.m. on 26 August 1997.

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PRESENT: Directors and Shareholders present and others in attendance - see attached list.

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1. Introduction

The Chairman noted that a quorum was present and the meeting proceeded to business.

The Chairman welcomed all attendees to the 1997 Annual General Meeting of the Company.

2. Notice of Meeting

The notice of the meeting which had been set out on pages 34-35 of the Report and Accounts for 1997 and sent to all the members of the Company was taken as read.

3. Profitability of Company


The Chairman reported that the profitability of the Company has doubled since last year with earnings per share increased by 6% and one year's profitable growth achieved by the Richardsons Inns acquisition.

4. Retirement of Directors

The Chairman reported that he and Mr A. R. Lamont wish to retire as Directors of the Company, with effect from the conclusion of the meeting.

5. Questions

The Chairman then invited questions from the shareholders. The following questions were raised:



Co. Sec

8. Re-election of Directors who retired by rotation

The Chairman reported that two directors, Mr R. A. Lo and Mr C. Purtell, had retired by rotation in accordance with Article 121 of the Company's existing Articles of Association, and had offered themselves up for re-election.

- (i) IT WAS RESOLVED on a show of hands that Mr R. A. Lo be re-elected as a Director of the Company.
- (ii) IT WAS RESOLVED on a show of hands that Mr C. Purtell be re-elected as a Director of the Company.

9. Re-appointment of Auditors

IT WAS RESOLVED that Clark Whitehill, Chartered Accountants, be re-appointed as Auditors of the Company in accordance with Section 385 of the Companies Act 1985, to hold office from the conclusion of this meeting until the conclusion of the next General Meeting at which accounts are laid before the members, and further, that the Directors be authorised to fix their remuneration.

10. Re-election of Directors having to retire at AGM

The Chairman reported that Mr G. B. Richardson, who had been appointed as a Director by the Board of Directors during the year, had retired in accordance with Article 128 of the Company's existing Articles of Association.

IT WAS RESOLVED on a show of hands that Mr G. B. Richardson be re-elected as a Director of the Company.

11. Special Business

- (i) IT WAS RESOLVED on a show of hands that the following Ordinary Resolution set out in the notice of the meeting as resolution 9 be and is hereby passed:

That the ordinary shares of £1 each in the capital of the Company be subdivided into ordinary shares of 25p each, and the Directors be hereby authorised to cancel existing share certificates and to issue new certificates for four 25p ordinary shares for each £1 share held.

- (ii) IT WAS RESOLVED on a show of hands that the following Ordinary Resolution set out in the notice of the meeting as resolution 10 be and is hereby passed:

That the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined

A handwritten signature in black ink, appearing to be 'Lo See', is located in the bottom right corner of the page.