

# 28 - 08 - 96

## WAINHOMES plc

### NOTICE OF MEETING

Notice is hereby given that the Tenth Annual General Meeting of Wainhomes plc will be held at Rowton Hall Hotel, Rowton Hall, Chester CH3 6AD on Thursday, 1 August 1996 at 11.00 a.m. for the following purposes.

#### as ordinary business :

1. to receive and adopt the statement of accounts for the year ended 31 March 1996 and the reports of the directors and auditors thereon ;
2. to declare a dividend ;
3. to re-appoint the following as directors of the Company :

T.J.	Hemmings
G.B.	Reed
S. C.H.	Douglas-Mann
4. to appoint KPMG Audit Plc as auditors ; and
5. to authorise the directors to fix the remuneration of the auditors ;

#### as special business:

6. to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

THAT (A) for the purposes of section 80 of the Companies Act 1985 the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in the said section 80) up to an aggregate nominal amount of £2,079,566 provided that this authority shall expire (unless previously revoked or renewed) on 31 October 1996 or at the conclusion of the next annual general meeting of the Company held after the passing of this resolution, whichever is the earlier, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and

- (B) the directors be and they are hereby further authorised for the purposes of section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94 of the said Act) pursuant to the authority conferred upon them by (A) above or pursuant to any other general or unconditional



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authority conferred upon them in accordance with section 80 of the said Act wholly for cash as if section 89(1) of the said Act did not apply to such allotments provided that such disapplication shall only apply to allotments made:

- (i) in connection with an offer of such securities by way of rights to the holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of such shares but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of or the requirements of any recognised regulatory body in any territory; or
- (ii) (otherwise than under sub-paragraph (i) above) up to an aggregate amount in nominal value of £311,935, being equal to approximately 5% of the presently issued ordinary share capital of the Company.

The Beeches  
Chester  
CH2 1PE

BY ORDER OF THE BOARD  
S.J. OWEN  
COMPANY SECRETARY

Date

*28* August 1996

*[Signature]*

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Wainhomes PLC

## BOARD RESOLUTION

12 JUNE 1996

In accordance with the Uncertificated Securities Regulations 1995 ("the Regulations"), on 11th June 1996, the Company resolved by a resolution of its directors ("the directors' resolution") that title to the ordinary shares of 10 pence each in the capital of the Company, in issue or to be issued, may be transferred by means of a relevant system. The purpose of this is to enable the Company's shares to join CREST in due course, CREST will provide electronic book entry transfers among participants who will not be issued with share certificates.

The Company is obliged to give to its members notice of the passing of the directors' resolution. This is included in the annual report 1995/96. The shares have not become transferable by means of the CREST system merely by virtue of the passing of the directors' resolution; the permission of the Operator of the system, CRESTCo Limited, must also be given before the shares can become so transferable. This is anticipated to occur in February 1997.

The effect of the directors' resolution is to disapply, in relation to the ordinary shares, any provisions of the Company's articles of association that are inconsistent with the holding and transfer of those shares in CREST and any provision of the Regulations, as and when shares concerned enter the CREST system.

Signed.....

Date.....12<sup>th</sup> June 1996

