

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

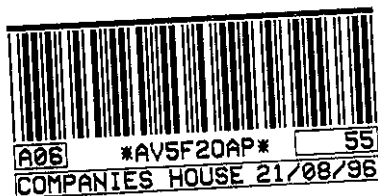
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4. to appoint KPMG Audit Plc as auditors ; and
5. to authorise the directors to fix the remuneration of the auditors ;

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

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

~~23rd~~ August 1996

