

Company Number 2029363

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

-of-

BADGERLINE GROUP plc
(the "Company")

PASSED on 11 May 1995

At an Extraordinary General Meeting of the Company duly convened and held on 11 May 1995 the following resolution was passed as a Special Resolution.

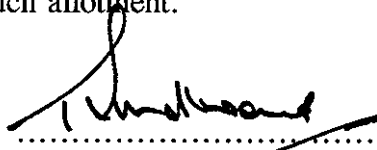
SPECIAL RESOLUTION

THAT for the purpose of giving effect to the Scheme of Arrangement ("the Scheme") dated the 13th day of April 1995 (a print of which has been produced to the Meeting and for the purpose of identification signed by the Chairman hereof):

- (a) the share capital of the Company be reduced by cancelling all the issued ordinary shares of 5p ("Ordinary Shares") which are Scheme Shares (as defined in the Scheme);
- (b) forthwith and contingently on the Scheme taking effect
 - (i) the authorised share capital of the Company be increased to its former amount by the creation of such number of new Ordinary Shares as shall

be equal in nominal value to the Scheme Shares;

- (ii) the credit arising in the books of the Company as a result of the cancellation of the whole of the issued share capital of the Company be applied in paying up in full at par the new Ordinary Shares referred to in paragraph (b)(i) such new Ordinary Shares to be allotted credited as fully paid to FirstBus plc; and
- (iii) the Directors be authorised pursuant to and in accordance with section 80 of the Companies Act 1985 to give effect to this resolution and accordingly to effect the allotment of new Ordinary Shares referred to in paragraph (b)(i) above, provided that (A) this authority shall expire on 31st December, 1995 and (B) the maximum nominal amount of shares which may allotted hereunder shall be the amount necessary to give effect to such allotment.


.....
Chairman