

Company No. 2506613

COMPANIES ACT 1985 - 1989

HILL HIRE plc



Special resolutions passed at
the Annual General Meeting of the
Company held on 23 July 1996

At the Annual General Meeting of the Company held on 23 July 1996 the following resolutions were passed as special resolutions

"7 THAT:

- (a) the Directors be and they are hereby empowered, pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority given by an ordinary resolution passed at the Company's 1995 annual general meeting held on 19 July 1995 as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - (i) in connection with or the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to holders of ordinary shares of 10p each ("ordinary shares") and such other equity securities of the Company as the Directors may determine on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto (including equity securities which, in connection with such offer or invitation, are the subject of such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with

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fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory); and

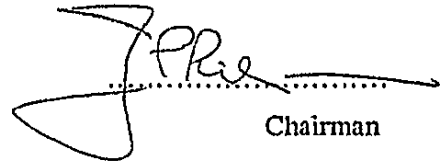
- (ii) pursuant to the terms of any share scheme for employees approved by the members in General Meeting; and
- (iii) (otherwise than pursuant to sub-paragraphs (i) and (ii) above) up to an aggregate nominal amount of £135,872;

and shall expire on the date falling fifteen months after the passing of this resolution or, if earlier, at the conclusion of the annual general meeting of the Company in 1997, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements;

- (b) all authorities previously conferred under section 95 of the Act be and they are hereby revoked, provided that such revocation shall not have retrospective effect.

- 8 THAT, in accordance with Article 46 of the Company's Articles of Association and Part V of the Act, the Company be and is hereby granted general and unconditional authority (pursuant to section 166 of the Act) to make market purchases (as defined in section 163 of the Act) of its own ordinary shares on such terms and in such manner as the Directors of the Company may from time to time determine provided that the authority conferred by this Resolution shall:

- (b) expire on the earlier of the date being fifteen months after the date of the passing of this Resolution or the conclusion of the annual general meeting of the Company to be held in 1997;
- (c) be limited to the purchase of a maximum of 2,717,000 ordinary shares;
- (d) not permit the payment per ordinary share of more than 5 per cent above the average of the middle market quotations for an ordinary share derived from The London Stock Exchange Daily Official List for the ten business days immediately preceding the day on which any purchase by the Company of ordinary shares is made (exclusive of expenses) or less than 10p (exclusive of expenses); and
- (e) the Company may under the authority hereby conferred and prior to the expiry of the authority enter into any contract for the purchase of its ordinary shares which will or may be executed wholly or partly after the expiry of that authority and may make a purchase of its own shares in pursuance of any such contract."


Chairman