

Company No: 2645867

The Companies Act 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS
of
GLOBAL FORWARDING (WEST) LIMITED

Approved 22 July 1996

Pursuant to Section 381A of the Companies Act 1985, the following Special Resolutions were approved in writing by all the Members of the Company on 22 July 1996:-

ORDINARY RESOLUTIONS

- (1) THAT the authorised share capital of the Company be increased from £105 to £1,000 by the creation of an additional 895 "B" Ordinary Shares of £1 each to rank pari passu with the existing "B" Ordinary Shares of £1 each of the Company.
- (2) THAT the Directors shall have unconditional authority to allot grant options over offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) of the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall subject to Section 80 of the Act be for a period expiring at the date of the fifth anniversary of the adoption of this Ordinary Resolution unless renewed varied or revoked by the Company in General Meeting and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the amount of the authorised but as yet unissued share capital of the Company at the date hereof. The Directors shall be entitled under this authority or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.

Signed:  SECRETARY

PRESENTED BY: Select Corporate Services
Mill Stream House
Pig Lane
Bishops Stortford
Herts, CM22 7PA



Company No: 2645867

GLOBAL FORWARDING (WEST) LIMITED

CONSENT IN WRITING OF THE HOLDERS OF
THE "B" ORDINARY SHARES OF £1 EACH

Pursuant to Section 125(2)(a) of the Companies Act 1985, the holders of not less than three-quarters in nominal value of the issued "B" Ordinary Shares of £1 each of the Company consented in writing on 22 July 1996 to the approval by the Members of the Company of the following Ordinary Resolutions notwithstanding that the said Ordinary Resolutions or the powers and authority contained therein might affect vary or abrogate the rights of the holders of the "B" Ordinary Shares of the Company:-

ORDINARY RESOLUTIONS

- (1) THAT the authorised share capital of the Company be increased from £105 to £1,000 by the creation of an additional 895 "B" Ordinary Shares of £1 each to rank pari passu with the existing "B" Ordinary Shares of £1 each of the Company.
- (2) THAT the Directors shall have unconditional authority to allot grant options over offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) of the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall subject to Section 80 of the Act be for a period expiring at the date of the fifth anniversary of the adoption of this Ordinary Resolution unless renewed varied or revoked by the Company in General Meeting and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the amount of the authorised but as yet unissued share capital of the Company at the date hereof. The Directors shall be entitled under this authority or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.

Signed:  SECRETARY

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Herts, CM22 7PA

Company No: 2645867

GLOBAL FORWARDING (WEST) LIMITED

CONSENT IN WRITING OF THE HOLDER OF
THE "A" ORDINARY SHARES OF £1 EACH

Pursuant to Section 125(2)(a) of the Companies Act 1985, the holder(s) of not less than three-quarters in nominal value of the issued "A" Ordinary Shares of £1 each of the Company consented in writing on 22 July 1996 to the approval by the Members of the Company of the following Ordinary Resolutions notwithstanding that the said Ordinary Resolutions or the powers and authority contained therein might affect vary or abrogate the rights of the holder of the "A" Ordinary Shares of the Company:-

ORDINARY RESOLUTIONS

- (1) THAT the authorised share capital of the Company be increased from £105 to £1,000 by the creation of an additional 895 "B" Ordinary Shares of £1 each to rank pari passu with the existing "B" Ordinary Shares of £1 each of the Company.
- (2) THAT the Directors shall have unconditional authority to allot grant options over offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Companies Act 1985 ("the Act")) of the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall subject to Section 80 of the Act be for a period expiring at the date of the fifth anniversary of the adoption of this Ordinary Resolution unless renewed varied or revoked by the Company in General Meeting and the maximum amount of relevant securities which may be allotted pursuant to such authority shall be the amount of the authorised but as yet unissued share capital of the Company at the date hereof. The Directors shall be entitled under this authority or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.

Signed:  SECRETARY

PRESENTED BY: Select Corporate Services
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Pig Lane
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