

NOTREG.DBH



Company Number: 2806007

DEAN & BOWES (HOMES) LIMITED

NOTICE is hereby given that at an Extraordinary General Meeting of the Company held on the 6th day of March 1995 the following Resolutions were each passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT upon the recommendation of the Directors it is desirable to capitalise the sum of £50,225 (including £4,100 standing to the credit of the Company's share premium account) and accordingly that the Directors be authorised and directed to appropriate the said sum for distribution to the holders of Ordinary Shares on the Register of Members of the Company immediately prior to the passing of this Resolution in proportion to the amounts paid up on such shares each then held by them respectively and to apply such sum on behalf of those holders in paying up in full 50,225 Ordinary Shares of £1 each in the capital of the Company such shares to be allotted and distributed credited as fully paid to and amongst those holders in the proportion of forty-nine (49) new shares for each share held at that time and that such shares shall rank pari passu with the existing issued shares of that class provided that this authority shall expire on 5 years from the date hereof.
2. THAT upon completion of the allotment of 50,225 Ordinary Shares in the capital of the Company pursuant to the authority conferred pursuant to Resolution 1 above the Company's authorised share capital of 55,000 £1 Ordinary Shares be consolidated and sub-divided into 11,000,000 Ordinary Shares of 0.5p each.
3. THAT the Company be re-registered as a public company under

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the Companies Act 1985 with the name of Dean & Bowes (Homes) PLC.

4. THAT the Memorandum of Association of the Company be amended as follows:

(a) in clause 1 by the substitution for the word "Limited" of "PLC";

(b) by the insertion after clause 1 of the following new clause:

"2. The company is to be a Public Company";

(c) by renumbering clauses 2, 3, 4 and 5 as clauses 3, 4, 5 and 6.


5. THAT the Company adopt new Articles of Association of the Company in the form produced to the meeting and initialled by a Director of the Company for the purpose of identification in substitution for the Articles of Association of the Company currently in force.

6. THAT the Directors of the Company be and they are hereby generally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined by Section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £55,000 at any time during the period from the date on which this resolution was passed up to and including 31st January 2000 on which date the authority given by this resolution shall expire and such authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the expiry of the authority.

7. THAT the Directors of the Company be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985

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to allot equity securities (within the meaning of section 94 as defined for the purpose of Section 35 of the Companies Act 1985) pursuant to the powers conferred on the Directors by the foregoing resolution as if section 89(1) of that Act did not apply to any such allotment.

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Director/Secretary