

# 22 - 07 - 96



Please complete in typescript,  
or in bold black capitals.

## 43(3)

Application by a private company for re-registration as a public company

Company Number

2836088

£50

Company Name in full

DRAEFERN HOLDINGS LIMITED



\*F0433010\*

applies to be re-registered as a public company by the name of:

DRAEFERN HOLDINGS PLC

Please insert full name of company amended to make it appropriate for this company as a public limited company.

and for that purpose delivers the following documents for registration:

1. A declaration on form 43(3)(e) by a director or secretary, according to section 43(3)(e) of the Companies Act 1985
2. A printed copy of the memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act
3. A copy of the auditors written statement in relation to section 43(3)(b) of the above Act
4. A copy of the relevant balance sheet with the auditors unqualified report

~~A copy of any valuation report.~~

Please delete if section 44 of the Act does not apply.

Signed

Date

26/6/96

† Please delete as appropriate.

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

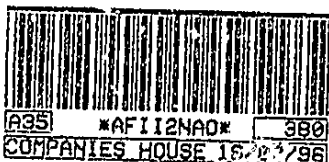
YB/000291/£50

† a director / secretary

RODNEY SHIERS  
SOLICITOR & NOTARY  
32/34 ROSE HILL  
CHESTERFIELD S54 400  
Tel

DX number 12396

DX exchange CHESTERFIELD



Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh

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pursuant to the authority conferred by sub-paragraph (c) above as if Section 85(1) of the Act did not apply to any such allotment provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with rights and other pre-emptive issues in favour of ordinary shareholders (notwithstanding that by reason of such exclusions as the directors may deem necessary to deal with problems arising in any overseas territory, in connection with fractional entitlements or otherwise, the equity securities to be issued are not offered to all of such ordinary shareholders in proportion to the number of ordinary shares held by each of them); and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a)) of equity securities up to an aggregate nominal amount of £208,027;
- (iii) the power conferred hereby shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to Section 95 of the Act and shall expire at the conclusion of the Annual General Meeting of the Company to be held in 1997 or, if earlier, the date fifteen months after the passing of this resolution but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired.

2. Subject to Resolution 1 above being passed, and to the allotment and issue of Ordinary Shares of 5p each pursuant to the Placing and Open Offer described in the circular to shareholders dated 22nd May, 1996, the share premium account of the Company be reduced from £31,733,282 to £20,338,282 by the cancellation of £11,400,000 of the amount standing to the credit of such account.

  
CHAIRMAN