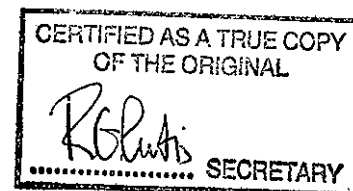


No. 2934644

THE COMPANIES ACT 1985
UK HIGHWAYS PLC
SPECIAL RESOLUTION



17/10/96

passed on 1 October 1996

At a meeting of the Company duly convened and held on October, 1996 the following resolution was duly passed as a Special Resolution of the Company

To: "THAT:-

- (a) 20,000 "W" Ordinary Shares in issue and 15,980,000 authorised but unissued "W" Ordinary Shares be re-classified forthwith as "H" Ordinary Shares; and
- (b) 10,000 "Tr" Ordinary Shares in issue and 7,490,000 authorised but unissued "Tr" Ordinary Shares be re-classified forthwith as CDC/Tr Ordinary Shares;
- (c) the Directors be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 (the "Act") to exercise their powers to allot relevant securities up to an aggregate nominal amount of 11,050,000 comprising:-
 - 4,420,000 "H" Ordinary Shares of £1 each;
 - 2,210,000 "T" Ordinary Shares of £1 each;
 - 2,210,000 "L" Ordinary Shares of £1 each; and
 - 2,210,000 "CDC/Tr" Ordinary Shares of £1 each

provided that this authority shall be in substitution for and supersede and revoke any earlier such authority on the Directors to the extent not previously utilised."

.....
Chairman

