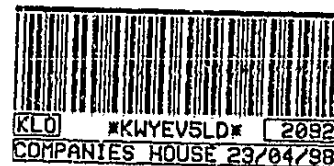


No. 2974642



**TOAD PUBLIC LIMITED**  
**Extraordinary General Meeting**

At an extraordinary general meeting of the Company held at the offices of Ashurst Morris Crisp, Broadwalk House, 5 Appold Street, London EC2A 2HA on 14 April 1998 at 10.30 a.m. the following resolutions were hereby passed:-

**ORDINARY RESOLUTIONS**

1. That the participation in the Placing by Dr C.T. Evans and J.R. Morris (or any person acting or deemed to be acting in concern with them for the purposes of The City Code on Takeovers and Mergers (the "City Code")), grant of Warrants to Dr C.T. Evans to subscribe 11,700,000 Ordinary Shares of 10p each in the capital of the Company at 25p per Ordinary Share and the issue of 1,818,182 ordinary shares of 10p each in the capital of the Company to Spacetrac Limited, each as described in the letter from the Chief Executive of the Company contained in a circular to shareholders dated 19 March 1998 be and are hereby approved for the purposes of the dispensation provisions under Rule 9 of the City Code and the provisions of Chapter 11 of the Listing Rules of the London Stock Exchange.
2. That, conditionally upon the passing of resolutions 1, 3, 4, 5 and 6, the acquisition by the Company of the whole of the issued share capital of Sextons Group Limited pursuant to, and on the terms of, an agreement dated 19 March 1998 between C.J. Lewin and others (1), the Company (2) and Dr C.T. Evans (3) which has been produced to the Meeting initialed by the Chairman for the purposes of identification and the principal terms of which were described in a circular to shareholders dated 19 March 1998, be and is hereby approved and that pursuant thereto the directors of the Company be and are hereby authorised to do whatever they consider necessary in connection with or for the purpose of such acquisition provided that such amendments and variations do not render the terms of such acquisition materially different from those set out in the circular.
3. That, conditionally upon the passing of resolutions 1, 2, 4, 5 and 6, the authorised share capital of the Company be and is hereby increased from £5,900,000 to £10,500,000 by the creation of 46,000,000 new ordinary shares of 10p each, such shares having attached thereto the respective rights and privileges and being subject to the respective limitations and restrictions set out in the articles of association of the Company.
4. That, conditionally upon the passing of resolutions, 1, 2, 3, 5 and 6, for the purposes of section 80 of the Companies Act 1985 (the "Act") (and so that the expressions used in this resolution shall bear the same meanings as set out in the said section 80):
  - (i) the directors of the Company ("Directors") be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum nominal amount of £7,581,534.20 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the

passing of this resolution; and

- (ii) the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution 4;

and that all previous authorities of the Directors pursuant to the said section 80 be and they are hereby revoked.

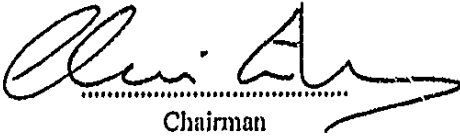
#### SPECIAL RESOLUTIONS

- 5. That, conditionally upon the passing of resolutions 1, 2, 3, 4 and 6, the directors of the Company ("Directors") be and they are, hereby empowered in accordance with section 95 of the Companies Act 1985 (the "Act") to allot equity securities (as defined in section 94 of the Act) for cash, pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) pursuant to resolution 4 set out in the notice convening this meeting contained in a circular to shareholders dated 19 March 1998, as if section 89(1) of the Act did not apply to the allotment provided that the power conferred by this resolution shall be limited to:

- (i) the allotment of up to 25,536,165 ordinary shares of 10p each pursuant to the Placing and Open Offer, each as described in the circular to shareholders dated 19 March 1998;
- (ii) the allotment of up to 11,700,000 ordinary shares of 10p each pursuant to the exercise of warrants to subscribe ordinary shares of 10p each as described in the circular to shareholders dated 19 March 1998;
- (iii) the allotment of equity securities in connection with an issue or offering by way of rights in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective numbers of equity securities held by or deemed to be held by them on the record date of such allotment subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient; and
- (iv) the allotment (other than pursuant to sub-paragraphs (i), (ii) and (iii) above) of equity securities up to an aggregate nominal value not exceeding £293,604;

and so that (a) this power, unless renewed or revoked, shall expire at the end of the Annual General Meeting of the Company to be held in 1998 or 15 months after the date of passing of this resolution (whichever is the earlier) but shall extend to the making, before such expiry, of any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired and (b) all previous authorities of the Directors pursuant to the said section 89 be and they are hereby revoked

6. That, conditionally upon the passing of resolutions 1, 2, 3, 4 and 5, the Articles of Association of the Company be and they are hereby amended by the deletion of the figure "£5,000,000" from Article 100 and the substitution of the figure "£10,000,000" in its place.
7. That, forthwith upon the allotment, issue and payment up to 25,536,164 new ordinary shares of 10p each at 25p per share pursuant to the Placing and Open Offer described in the circular to shareholders dated 19 March 1998 of which this notice formed a part, the sums then standing to the credit of the share premium account be reduced by the sum of £6,545,864.

  
Chairman

Dated 14/4 / 1998