

3126701

**FIRST MOTORWAY SERVICES LIMITED**

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING of the above named company ("the Company") will be held at on 22nd April 1996 at 2 a.m. for the purpose of considering and, if thought fit, passing the following resolutions.

To be proposed as  
**SPECIAL RESOLUTIONS**

**AMENDMENT TO THE MEMORANDUM OF ASSOCIATION**

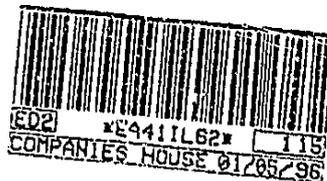
1(A) That the following clause be inserted as a new clause in the Memorandum of Association:-

"3. The Company intends to commence trading as from the date of this memorandum of association."

1(B) That the existing clause 3(A) of the Memorandum of Association of the Company be deleted and replaced by the following clause as clause 4(A):

(A)(i) To carry on the business of garage proprietors and of a service station for motor vehicles of all kinds including the safe keeping, cleaning, repairing, refuelling and general care of such vehicles; to buy and sell petrol, oil and petroleum products, new and used motor vehicles, parts of such vehicles, accessories, supplies, radios, motorcycles, motor boats, and all kinds of machinery and electrical goods; to operate motor transport of all kinds, including the leasing or hiring for any period or number of journeys of cars, lorries, trucks, tractors and vehicles used in the repair of such vehicles; to finance the purchase, hire-purchase or sale of any such vehicles or their accessories.

(A)(ii) To carry on the business of hotel, restaurant, cafe, roadhouse, motel, holiday camp and apartment-house keepers; to fit up and furnish any property for the purpose of letting the same to visitors or guests whether in single rooms, suites, chalets, cottages or otherwise; to buy, sell (both to persons residing on the Company's premises and to non-residents), import, produce or manufacture or otherwise deal in food and food products, meat, groceries, fruits, confectionery, wine, spirit, beer and alcoholic beverages, tobacco, druggist supplies, beverages, linen, furniture and furnishing and other articles required in the same business; to appropriate any part or parts of the property of the Company for the purpose of and to build or let shops, offices and other places of business and to use or lease any part of the property of the Company not required for the purpose aforesaid for any purpose for which it may be conveniently used or let.



- (A)(iii) To carry on the business of proprietors and operators of amusement parks, and as promoters, organisers and managers of all kinds of entertainments, sports, recreations and indoor and outdoor amusements, including funfairs, circuses, amusement arcades, exhibitions, sideshows and games, competitions, tournaments, concerts, cinema and television performances, stage and variety shows, dancing, skating, aquatic and equestrian events, and pyrotechnic, aerial and other displays; for the purposes of any such business to purchase, lease, hire, construct, provide, operate, equip and maintain land, buildings, theatres, cinemas, studios, concert halls, stadiums, tracks, arenas, golf and putting courses, bowling greens, tennis, squash and badminton courts, skating rinks, swimming baths, boating and paddling pools, marinas, piers, arcades, landing stages, jetties, coach and car parks, fairground apparatus, marquees, tents, vehicles, boats, chairs, machines, and all other structures, apparatus, equipment and articles which may appear necessary or convenient for the carrying on of any such business; in connection with any such business to enter into agreements with, grant leases and licences to, and engage and employ showmen, artistes, entertainers, performers, sportsmen and other persons.
- (A)(iv) To carry on, either directly or by providing facilities for others, the businesses of manufacturers and vendors, whether wholesale or retail, of all kinds of confectionery, ice-cream, tobacco and cigarettes, toys, toilet preparations and requisites, scent and perfumery goods, fancy goods, photographic materials, fancy jewellery, stationery, newspapers, periodicals and other publications, textiles and other soft goods, and any articles for sale in automatic vending machines, or for use in any game-playing or amusement machines.

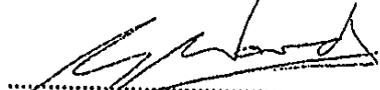
#### **INCREASE IN AUTHORISED SHARE CAPITAL**

- 2 That the authorised share capital of the Company be hereby increased from £100 to £100,000 by the creation of 99,900 Ordinary Shares of £1 each ranking pari passu in all respects with the existing 100 Ordinary Shares in the Company.

#### **APPROVAL OF SHARE ALLOTMENT AND SHARE SUBSCRIPTION AND EXCLUSION OF PRE-EMPTION RIGHTS**

- 3 (A) That the directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of £100,000 at any time during the period of five years from the date hereof;
- (B) That by virtue of Section 95(1) of the Companies Act 1985, Section 80(1) shall not apply to the allotment of shares pursuant to the authority conferred by the preceding paragraph of this resolution.

BY ORDER OF THE BOARD

  
.....  
SECRETARY

Dated 22nd April 1996

**REGISTERED OFFICE:**

Junction 23  
M4  
Newport  
NP6 3YL

A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.

3126701

**FIRST MOTORWAY SERVICES LIMITED**

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING** of the above named company will be held at *Sussex 85 Queen Victoria Street EC4 6JL* on *24<sup>th</sup> April* 1996 at *2* a.m/p.m. for the purpose of considering and, if thought fit, passing the following resolutions.

**To be proposed as  
SPECIAL RESOLUTIONS  
INCREASE IN AUTHORISED SHARE CAPITAL**

- 1 That the authorised share capital of the Company be hereby increased from £100,000.00 to £160,843.75 by the creation of:-
  - (a) 300,000 "A1" Ordinary Shares of 1p each;
  - (b) 142,500 "A2" Ordinary Shares of 1p each;
  - (c) 3,825,000 "A1" Preference Shares of 1p each;
  - (d) 1,816,875 "A2" Preference Shares of 1p each;

all such shares having the respective rights set out in the articles of association of the Company as proposed to be adopted by the resolution set out below

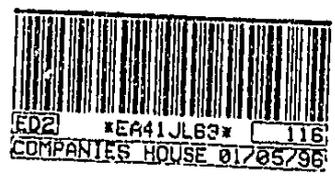
**ADOPTION OF NEW ARTICLES OF ASSOCIATION**

- 2 That the articles of association contained in the printed document produced to the meeting marked "A" and for the purpose of identification signed by the Chairman thereof be and the same be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.

**APPROVAL OF SHARE ALLOTMENT AND SHARE SUBSCRIPTION  
AND EXCLUSION OF PRE-EMPTION RIGHTS**

- 3 (a) That the directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to a total issued share capital of the Company of £60,843.75 at any time during the period of five years from the date hereof;
- (b) That the subscription by 3i Group plc ("3i") for 157,000 "A1" Ordinary Shares of 1p each, 142,500 "A2" Ordinary Shares of 1p each together representing 75% of the issued equity share capital of the Company after such subscription and for

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2,008,125 "A1" Preference Shares of 1p each and 1,816,875 "A2" Preference Shares of 1p each all on the terms set out in an agreement to be entered into between the Company and 3i (a draft of which has been produced to the meeting) be and is hereby approved.

- (c) That the pre-emption provisions relating to the issue of shares contained in the articles of association of the Company shall not apply to the issue of the "A" Ordinary Shares and Preference Shares referred to above.

**BY ORDER OF THE BOARD**

  
.....  
**SECRETARY**

Dated: 24 April 1996

**REGISTERED OFFICE:**

Junction 23  
M4  
Newport  
NP6 3YL

A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.