

09-05-96

3(2670)1

**FIRST MOTORWAY SERVICES LIMITED**

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING of the above named company will be held at *200mcds 85 Queen Victoria Street EC4V 3JL* on *24<sup>th</sup> Apr* 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;

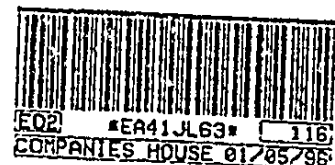
all such shares having the respective rights set out in the articles of association of the Company as proposed to be adopted by the resolution set out below

**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



INJURY SUSTAINED BY MINOR WOUNDS  
MILITARY 04 96