

3(267)

### FIRST MOTORWAY SERVICES LIMITED

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING of the above named company will be held at Substreed & French Victoria Street on 24th April 1996 at 2 ami/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

- That the authorised share capital of the Company be hereby increased from £100,000.00 1 to £160,843.75 by the creation of:-
  - 300,000 "A1" Ordinary Shares of 1p each; (a)
  - 142,500 "A2" Ordinary Shares of 1p each; (b)
  - 3,825,000 "A1" Preference Shares of 1p each; (c)
  - (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 That the directors are unconditionally authorised for the purposes of Section 80 (a) 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;
  - That the subscription by 3i Group plc ("3i") for 157,000 'A1" Ordinary Shares **(b)** 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

SECRÉTARY

Dated: 24 April 1991

#### REGISTERED OFFICE:

Junction 23 M4

Newport

NP63YL

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.