

Company No: 3126731

THE COMPANIES ACT 1985

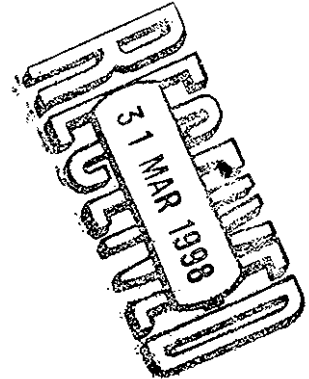
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

First Motorway Services Limited

(Passed 23rd MARCH 1998)



Pursuant to Regulation 53 of Table A which is incorporated in the Articles of Association of the Company, the undermentioned Resolution has been passed as a Special Resolution of the Company (as if passed at a General Meeting duly convened and held) and has been assented to by the Members of the Company listed after it (being all the Members entitled to attend and vote at a General Meeting of the Company).

SPECIAL RESOLUTION

1 THAT the Articles of Association of the Company be amended in the following manner that is to say:

- (a) By renumbering the present Articles 3.1 to 3.3 (inclusive) to 3.2 to 3.4 (inclusive) (and all references to Articles 3.1, 3.2 and 3.3 in the Articles shall be re-numbered accordingly) and by adopting a new Article 3.1 namely:-

“3.1 The directors of the Company shall not make, pay or declare any dividend in relation to any shares forming part of the issued capital of the Company from time to time unless such a dividend is validly made, paid or declared pursuant to the terms of paragraphs 10.4 (e) (i-viii) of the credit agreement dated 25 April 1996 as amended by an amendment and restatement agreement dated [^{on or around 23 March}] 1998 made between the Company and National Westminster Bank Plc (together the “Credit Agreement” which expression shall mean the same as amended, restated, novated, varied or supplemented from time to time).”



- (b) By deleting in the present Articles 3.3 the dates under the heading "Redemption Date" and by substituting therefor the following amended dates: "30 April 2003, 30 April 2004, 30 April 2005 and 30 April 2006".
- (c) By adding in the present Article 19.2 after the words "the credit agreement dated 25 April 1996" the words "as amended by an amendment and restatement agreement dated [^{on or around 23 March}] 1998" and immediately thereafter deleting the words ("the Credit Agreement") and substituting therefor the words "(together the "Credit Agreement" which expression shall mean the same as amended, restated, novated, varied or supplemented from time to time)."
- (d) By deleting in the present Article 19.3 the words "or clause 11.1(m)".

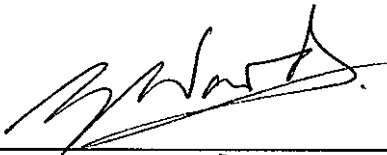
Dated 23rd MARCH 1998



Robin Millar



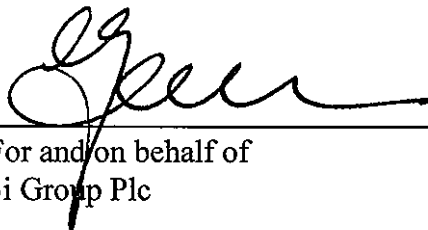
Noel Richards



Gary Ward WARD



Nicholas Palmizzi



For and on behalf of
3i Group Plc