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**NOTICE CONVENING EXTRAORDINARY GENERAL MEETING TO
INCREASE SHARE CAPITAL**

BASS CAR LEASING LIMITED

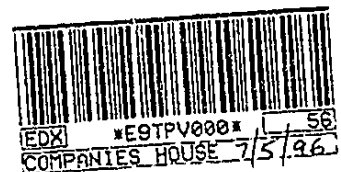
NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the above-named company will be held at 137 High Street, Burton-on-Trent on Monday, 22 April 1996 at 9.30 am for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions:

- 1 THAT the authorised share capital of the company be increased from £1,000 to £20,000,000 by the creation of 19,999,000 shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the company.
- 2 THAT with effect from the time of the passing of this resolution the directors be unconditionally authorised pursuant to section 80, Companies Act 1985, to allot relevant securities (as defined in that Act) up to the amount of the authorised share capital of the company at the time of the passing of this resolution at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority.

BY ORDER OF THE BOARD

S. J. Owen
Secretary

Dated: 15 April 1996
Registered office: 137 High Street
Burton-on-Trent
Staffordshire
DE14 1JZ



Note: A member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote instead of him. A proxy need not be a member of the company.