

COMPANY NO: 3210050

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**RESOLUTIONS OF TRANSPORTATION CONSULTANTS INTERNATIONAL
LIMITED**

(Pursuant to Section 378 of the Companies Act 1985)

PASSED ON

At an extraordinary general meeting of the company held at 151 Gower Street, London WC1E 6BX at 6.30pm on 13 August 1998 the resolutions set out below were passed as:

1. ORDINARY RESOLUTIONS

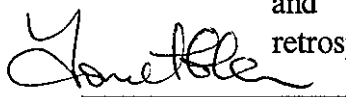
- 1 **THAT** the share capital of the Company be hereby increased from £443,478.10 to £452,396.70 by the creation of 89,186 additional Ordinary Shares of 10p each.
- 2(a) **THAT** the Directors of the Company be hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot relevant securities up to an aggregate nominal amount of £8,918.60 for the period expiring on the fifth anniversary of the passing of the Resolution (provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired).

2. SPECIAL RESOLUTIONS

- 2(b) **THAT** the Directors be hereby empowered, during the period expiring on 30 September 1998, to allot or make offers or agreements to allot equity securities pursuant to the authority granted by paragraph (a) of this Resolution as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment.
- 3 **THAT** the articles of association of the Company be amended by the substitution of “; or” for the full stop at the end of article 13.10.2 and the insertion of a new article 13.11 as follows:

“13.11 if held by Wichenford Holdings Limited to Laird Strategic Limited.”

and the amendment to the articles of association may take effect retrospectively.


Chairman

