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Company No. 3571899

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

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JUST RENTALS PLC

Present 23 July 1998

Furnished to Regulation II of Table A which is incorporated in the Anisles of Association of the Company, the undermentioned Resolutions have been passed in the case of Resolution 3 as a Special Resolution and in the case of Resolutions 1 and 2 as Ordinary Resolutions of the Company (as if passed at a General Meeting duly convened and held) and have been assented to by the Members of the Company lated after them, (being all the Members entitled to attend and vate at a General Meeting of the Company).

RESOLUTION

- I. THAT the authorized There expited of the Company be end is hereby increased from L50,000 to L55,000 by the creation of an additional 5,000 Ordinary Shares of £1 each, all such shares having the rights and being subject to the restrictions set out in the Articles of Association of the Company.
- 2. THAT the Directors be and me hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 86 of the Companies Act 1935) ("the Act") up to an apprepate nominal amount of £54,598 in substitution for any authority previously conferred upon them save to the extent that the same may alweady have been exercised PROVIDED that this authority shall expire on the date five years after the passing of this Resolution, save that the Company may before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred thereby had not expired.

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THAT subject to the passing of the previous Resolution the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by the previous Resolution, as if Section 89(1) of that Act did not apply to any such allotment PROVIDED that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £54,998 and shall expire on the date five years after the date of passing of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require the allotment of equity securities in pursuance of such offer or agreement as if the power confenced hereby had we expired.

Beenard William Mehard Jones

Gerald Hayda Celeman

SIGNED

Dated 23 Tolo 1998