

**THE COMPANIES ACT 1985**  
**ORDINARY RESOLUTION OF PRIMEQUOTA LIMITED**

Minutes of an Extraordinary General Meeting  
held at Sandiway House, Hartford, Northwich, Cheshire  
on 3<sup>rd</sup> February 2000



Notwithstanding that the meeting is called by shorter notice than that specified in section 369 of the Companies Act 1985, we the undersigned being all the members entitled to attend and vote at general meetings of the above named Company do hereby signify our consent to an Extraordinary General Meeting of the Company being held for the purpose of considering the undermentioned resolutions.

Present: Mr C L Fidler (In the Chair Representing AMEC Nominees Ltd)  
Mr M J Bardsley (Representing AMEC p.l.c.)

In attendance: Mrs S Taberner Secretary

**1. Appointments/Resignations**

It was resolved that the resignations of Mr M J Bardsley and AMEC Nominees Limited, as directors of the Company, be accepted with immediate effect and that the undermentioned persons be appointed as directors of the Company with immediate effect:-

- a) Mr John Dalton Early – 'A' director
- b) Mr Onofrio Russo – 'B' director

**2. Share Capital**

It was resolved that the 998 unissued Ordinary Shares of £1 each in the Company be designated as 498 Ordinary 'A' Shares of £1 each and 500 Ordinary 'B' Shares and the two issued Ordinary Shares be re-designated as A' Ordinary Shares. The 'A' Shares and the 'B' Shares shall rank equally in all respects.

**3. Share Allotments**

A form of application from AMEC Developments Limited applying for 498 Ordinary 'A' Shares of £1 was produced and the receipt of £498 being payment in full therefor, was reported

A form of application from Darleen (UK) Limited applying for 250 Ordinary 'B' Shares of £1 was produced and the receipt of £250 being payment in full therefor, was reported

A form of application from Darleen Holding Company N.V. applying for 250 Ordinary 'B' Shares of £1 was produced and the receipt of £250 being payment in full therefor, was reported

It was resolved that the following shares be allotted forthwith:

<u>Number of Shares</u>	<u>New Certificate Number</u>	<u>Allotted to</u>
498 Ordinary 'A'	4	AMEC Developments Limited
250 Ordinary 'B'	5	Darleen Holding Company N.V.
250 Ordinary 'B'	6	Darleen (U.K.) Limited

4. **Share Transfers**

It was resolved that the following share transfers be approved.

<u>Number of Shares</u>	<u>Transferred From</u>	<u>New Certificate Number</u>	<u>Transferred to</u>
1 Ordinary 'A'	AMEC p.l.c.	4	AMEC Developments Limited
1 Ordinary 'A'	AMEC Nominees Limited	4	AMEC Developments Limited

5. **Share Certificates**

The Secretary was instructed to prepare and issue share certificates in respect of the shares allotted and transferred pursuant to minutes 3 and 4 above.

6. The Secretary was instructed to record all the above transactions in the company's registers and file the necessary returns with the Registrar of Companies.

*S Taberner*

Certified a true copy  
S Taberner  
Company Secretary  
6<sup>th</sup> March 2000