

Company No. 1385669

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

FORDS PUBLICITY (BRISTOL) LIMITED
("THE COMPANY")

Pursuant to Section 381A of the Companies Act 1985 the following special resolutions were duly passed by the Company by way of written resolutions on 16 December 1999:-

1. THAT the entire issued share capital of the Company being 628 ordinary £1 shares and 18,112 A £1 shares be re-classified into B £1 ordinary and C £1 ordinary shares as follows:-

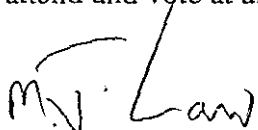
Name	Present shareholding		Re classified shareholding	
	Ordinary £1	A shares £1	B ordinary £1	C ordinary £1
Martin Law	375	7,314	5,748	1,941
M Law & Paul Falvey	-	3,200	43	3,157
Stephen Henley	83	2,645	45	2,683
Martin Brown	34	1,077	102	1,009
David Richards	-	375	-	375
Mark Aspin	-	560	44	516
Nigel Cooke	41	1,301	443	899
David Morris	32	1,025	-	1,057
Matthew Tipping	-	615	-	615
Leonard Shepherd	63	-	63	-

2. THAT the unissued authorised share capital of 11,388 A shares and 372 ordinary shares be re-classified into 11,760 C preferred shares of £1 each.
3. THAT the authorised share capital of the Company be increased to £80,000 by the creation of an additional 49,500 C preferred £1 shares
4. THAT the Directors be generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any securities into, up to 61,260 C £1 preferred shares.



5. THAT the Directors be and they are hereby empowered to allot equity securities (as defined in s.94 of the Companies Act 1985) of the Company under the authority conferred by resolution 4 above as if ss (1) of s 89 of the Companies Act 1985 did not apply to such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of 61,260 C £1 preferred shares.
6. THAT Article 3 of the Articles of Association of the Company be deleted and the following Article 3 inserted in its place:-
- “3. (a) The share capital of the Company as at the adoption of this Article is £80,000 divided into 6,488 B ordinary shares, 12,252 C ordinary shares and 61,260 C Preferred shares all of £1 each;
- (b) the capital rights of each class of shares on a sale of the entire share capital or on winding up of the Company shall be as follows:-
- | | | |
|----------------------|---------|-----------------------|
| B ordinary shares | 34.621% | |
| C ordinary shares) | | 5% of total C rights |
| C preferred shares) | 65.379% | 95% of total C rights |
- (c) each class of shares shall have equal voting rights pari passu with each other.”
7. THAT a dividend paid on any one class of shares shall be taken into account in determining the amounts due to the holders of each class with the intention that the total returns by way of dividends or return of capital or sale of the entire share capital shall be in accordance with the capital rights set out above.
8. THAT the Company declare and pay a dividend of £5 per C share to the holders of C shares in the capital of the Company.
9. THAT the directors be and they are hereby authorised to offer the holders of C shares the option to elect not to receive the interim dividend referred to above in cash but, instead, to take C preferred shares of £1 each in the capital of the Company to be allotted fully paid at the rate of 5 new C preferred shares for each one C Ordinary share held by them.


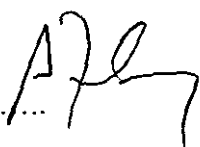
Signed by or on behalf of all the members of the Company who at the date hereof are entitled to attend and vote at any general meeting of the Company.



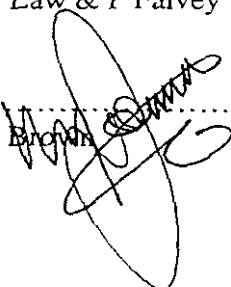
 M Law



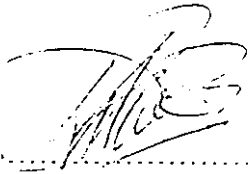
 S Henley

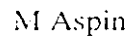
 M Law & P Falvey



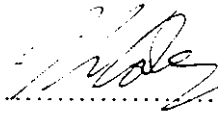
 M Brown



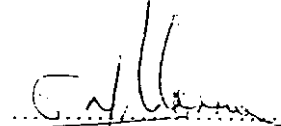
D Richards



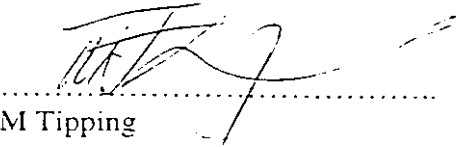
M Aspin



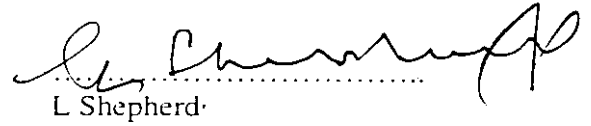
N Cooke



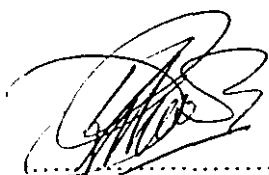
D Morris



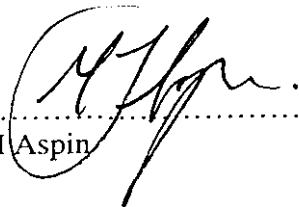
M Tipping



L Shepherd



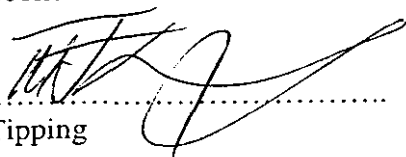
D Richards



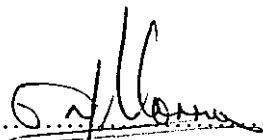
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