

Company No: 2359925

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS

Pursuant to Section 378 Companies Act 1985

Of **PARKMAN GROUP LIMITED**

Passed the 14th day of July 1999

At the Annual General Meeting of the members of the above-named company, duly convened and held at Penns Hall Hotel, Sutton Coldfield at 5.05pm on the fourteenth day of July 1999, the following Special Resolutions were duly passed:

SPECIAL RESOLUTION No 1

Re-registration as a public limited company

THAT:

- (1) the Company be re-registered as a public company under the Companies Act 1985 by the name "Parkman Group plc";
- (2) the Memorandum of Association of the Company be altered by the insertion of the following as a new Clause 2 and by renumbering the existing Clauses 2 to 5 as Clauses 3 to 6 accordingly:

"2. The Company is to be a public company."; and
- (3) the Articles of Association of the Company be altered by the deletion from Article 37 thereof of the words from and including "and make a payment" to the end of that Article.

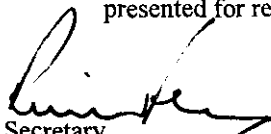
SPECIAL RESOLUTION No 2

Changes to the share transfer provisions

THAT:

- (a) by the addition at the end of the definition of "employee" in Article 1 thereof of the words "and includes a director of the company who does not hold salaried employment or office";
- (b) by the deletion from Article 2(5)(a) thereof of the words "with in the case of the said paragraph (d) the omission therefrom of the words "unless and until a deemed Transfer Notice arises in respect of the same (when the provisions of this sub-clause will no longer apply)""; and
- (c) by the substitution for Article 25(10)(d) thereof of the following:

"(d) any shares may be transferred by a shareholder in the capital of the company or his successors in title to a person who is an employee as at the date when the transfer concerned is presented for registration".


Secretary

20.7.99

