

STEAD & SIMPSON plc
Co. number 29468

Notice is hereby given that an Extraordinary General Meeting of the above-named Company was held at its Registered Office, Fosse Way, Syston, Leicester, on Tuesday, 6th August 1985, at 11.05 a.m. (or so soon thereafter as the Annual General Meeting of the Company convened for the same place and day at 11.00 a.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following Resolutions which will be proposed as Ordinary Resolutions:-

RESOLUTIONS

1. That the authorised share capital of the Company be hereby increased from seven million two hundred thousand pounds (£7,200,000) to fourteen million four hundred thousand pounds (£14,400,000) by the creation of twenty eight million eight hundred thousand additional non-voting "A" Ordinary Shares of 25p each.
2. That forthwith upon and subject to such increase of capital taking effect the authorised share capital of the Company be hereby further increased from fourteen million four hundred thousand pounds (£14,400,000) to nineteen million two hundred thousand pounds (£19,200,000) by the creation of nineteen million two hundred thousand unclassified shares of 25p each.
3. That with effect from the date of passing of this Resolution the Directors of the Company are generally and unconditionally authorised at any time or times during the period of five years from the date hereof to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) remaining unissued in the Authorised Share Capital of the Company up to a maximum of four million eight hundred thousand pounds (£4,800,000).
4. That subject to the passing of the Resolution numbered 1 above the sum of seven million two hundred thousand pounds (£7,200,000) (being part of the surplus on revaluation of the Company's freehold and long leasehold properties) be capitalised and applied in paying up in full at par twenty eight million eight hundred thousand unissued non-voting "A" Ordinary Shares of 25p each (in this Resolution called the "A" shares) and that such "A" shares be appropriated to and distributed, credited as fully paid, amongst those persons registered at the close of business on 12th July 1985 as the holders of the existing issued Ordinary Shares and existing issued "A" shares, all of 25p each in the capital of the Company in the proportion of one new "A" share for every one existing Ordinary share and/or "A" share held by such persons respectively at such date and that the Directors of the Company be and they are hereby authorised and directed to apply the said sum of seven million two hundred thousand pounds (£7,200,000) in the manner aforesaid upon the terms that such twenty eight million eight hundred thousand "A" shares shall rank pari passu in all respects with the existing issued "A" shares except that they shall not rank for payment of the final dividend recommended on the existing issued "A" shares in respect of the financial year of the Company ended 31st March, 1985.

By Order of the Board,

S. J. HARVEY,

Secretary.

Fosse Way,
Syston,
Leicester, LE7 8PG.

