



VIBROPLANT PLC

Company No. 481833

Print of Resolutions Passed on 18 September 1998

Notice is hereby given that at the twenty sixth Annual General Meeting of the Company held at Rudding House, Rudding Park, Follifoot, Harrogate on Friday 18 September 1998 the following resolutions were passed as resolutions of the Company

Ordinary Resolutions

5. That for the purposes of Section 80 of the Companies Act 1985 (and so that expressions defined in that Section shall bear the same meanings as in this Resolution) the Directors be, and they are, generally authorised to allot relevant securities up to a maximum nominal amount of £690,750 to such persons at such times and on such terms as they think proper during the period expiring on the date of the next Annual General Meeting after the passing of this Resolution (or any adjournment thereof) 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 Board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
7. That the Vibroplant Share Option Scheme ("the Scheme"), the Vibroplant Savings Related Share Option Scheme ("the Sharesave Scheme"), the Vibroplant Long Term Incentive Plan and the Vibroplant Employee Trust, in the form tabled at the meeting and initialled by the Chairman for the purposes of identification, be and are hereby approved and adopted and the Directors be and are hereby authorised to carry the same into effect subject, in the case of the Scheme and the Sharesave Scheme, to such amendments (if any) as may be required to obtain Inland Revenue approval.

Special Resolution

6. That the Directors be and they are hereby generally authorised to allot for cash or otherwise equity securities (as defined in Section 94 of the Companies Act 1985 "the Act") of the Company pursuant to the authority conferred by Resolution 5 above as if Section 89 of the Act did not apply to such allotment provide that this power shall be limited:
  - (a) to the allotment of equity securities in connection with rights issue, open offer or otherwise in favour of Ordinary Shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be practicable having regards to the interests of the Company as a whole) to the respective numbers of Ordinary Shares held by them on the record date for such allotment but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any Stock Exchanges in any territory;

- provided further that the authority hereby granted shall expire at the conclusion of the next Annual General Meeting after the passing of this Resolution (or any adjournment thereof) save that the Directors shall be entitled to make at any time before the expiry of the power hereby conferred any offer or agreement which might require equity securities to be allotted after the expiry of such power.

*Stg Lukungoo*  
Chairman