

THE COMPANIES ACT 1985

READING TRANSPORT LIMITED

RESOLUTIONS PASSED ON 15<sup>TH</sup> JUNE 1988

At an Extraordinary General Meeting of the above named Company duly convened and held at The Company's offices, Mill Lane, Reading on

15<sup>th</sup> June 1988 the Resolutions 1 and 2 were passed as Ordinary Resolutions and Resolution 3 as a Special Resolution.

1. That the authorised capital of the Company be increased to £3,974,000 by the creation of a further 88,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of the Company.
2. That for the purposes of Section 80 of the Companies Act 1985 the Directors be authorised to exercise the power of the Company to allot shares to the amount of 88,000 Ordinary Shares being the authorised but unissued share capital of the Company for the time being and the Directors may allot, grant options over or otherwise dispose of such shares to Reading Borough Council pursuant to the notification of consent of the Secretary of State for Transport dated 29th March, 1988.

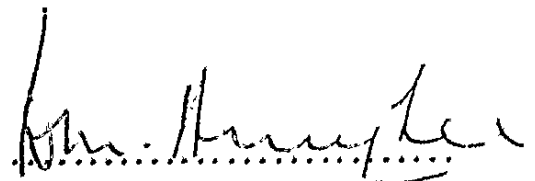
The authority given to the Directors to exercise the power of the Company to allot shares shall expire five years after the date hereof.



The Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

3. That the following clause be substituted as new clause 5 in the Memorandum of Association of the Company in place of the existing clause:

"By a resolution dated 15<sup>th</sup> June 1988 the share capital of the Company was increased from £3,886,000 divided into 3,886,000 Ordinary Shares of £1 each to £3,974,000 divided into 3,974,000 Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of the Company"



Chairman