

Company No: 1664145

THE COMPANIES ACTS 1985 TO 1989

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Company Limited by Shares

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SPECIAL RESOLUTIONS  
OF  
FOREST TRAFFIC SIGNALS LIMITED

Passed the 18<sup>th</sup> day of June 1998

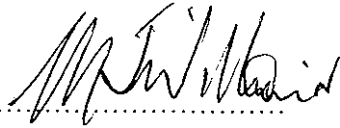
AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at  
on the above date the following resolutions were duly passed as special  
resolutions of the Company:

SPECIAL RESOLUTIONS

- 1 That the objects clause contained in Clause 3 of the Memorandum of Association of the Company be and is hereby amended by the insertion immediately following existing clause 3(i) of the following additional clause numbered 3(j) in the following form and that the existing clause 3(j) and subsequent clauses be renumbered accordingly:
  - '3(j) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets, rights and revenues present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to principal, interest and other liabilities of any borrowings or acceptance credits and capital, premiums, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985 as amended) of the Company or of the Company's holding company.'
- 2 That the Company is hereby authorised for the purposes of section 155 of the Companies Act 1985 to give financial assistance in connection with the acquisition of shares of the Company by Transport Systems plc as follows:
  - 2.1 the entry by the Company into a guarantee;
  - 2.2 the entry by the Company into a mortgage debenture;



in each case in such form as National Westminster Bank plc may require to secure repayment and performance of the monies, obligations and liabilities now or hereafter owed or incurred by Transport Systems plc to National Westminster Bank plc.



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Chairman