

MARSTON, THOMPSON & EVERSHED, p.l.c.**SPECIAL RESOLUTIONS**

The following resolutions, all of which were proposed as Special Resolutions, were approved at The Annual General Meeting held on Friday 7th August 1998.

Resolution 6

THAT the authority and power conferred on the Directors by paragraph (B)(i) of Article 9 of the Company's Articles of Association be renewed for the period ending on the date of the Annual General Meeting in 1999 or on 7th November 1999, whichever is the earlier and for such period the Section 80 amount shall be £9,255,909. (13)

Resolution 7

THAT the authority and power conferred on the Directors by paragraph (B)(ii) of Article 9 of the Company's Articles of Association be renewed for the period ending on the date of the Annual General Meeting in 1999 or on 7th November 1999, whichever is the earlier and for such period the Section 80 amount shall be £1,136,458. (13)

Resolution 8

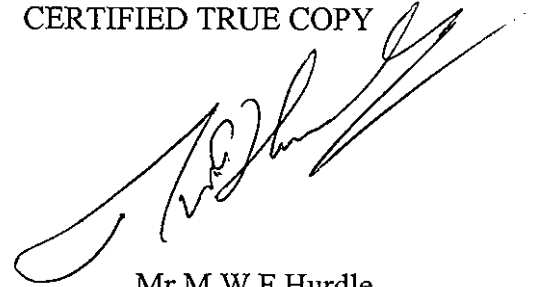
THAT pursuant to Article 6 of the Articles of Association of the Company, the Company be, and is hereby unconditionally and generally authorised for the purpose of Section 166 of the Companies Act 1985, to make market purchases (as defined in Section 163 of the Act) of Ordinary Shares of 25p each in the capital of the Company, provided that: (13)

- (a) the maximum number of shares which may be purchased is 9,091,664 being 10% of the issued share capital as at 28th March 1998;
- (b) the minimum price that may be paid for each share is 25p;
- (c) the maximum price which may be paid for a share is an amount equal to 105 per cent of the average of the middle market quotations of the Company's Ordinary Shares, as derived from The Stock Exchange Daily Official List for the 5 business days immediately preceding the day of which such share is contracted to be purchased;



- (d) this authority shall expire at the conclusion of the Annual General Meeting held in 1999, or if earlier 7th November 1999(except in relation to the purchase of shares the contract for which was conducted before the expiry of such authority, and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

CERTIFIED TRUE COPY

A handwritten signature in black ink, appearing to read 'M W F Hurdle', written in a cursive style.

Mr M W F Hurdle
Chairman