

THE COMPANIES ACTS 1985 AND 1989

LOOKERS PLC

REGISTERED NUMBER: 111876



RESOLUTIONS

The following Resolutions were passed as ordinary and Special Resolutions by the members of the Company at the duly convened Annual General Meeting held at the Stretford Suite, Manchester United Football Club, Sir Matt Busby Way, Old Trafford Manchester M16 0RA on Thursday 13th May 2004

ORDINARY RESOLUTION

9. An ordinary resolution to authorise the Directors to generally and unconditionally in accordance with section 80 Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £2,972,360 (11,889,441 shares) during the period commencing on the date of the passing of this Resolution and expiring on the date of the next Annual General Meeting of the Company but so that this authority shall allow the Company to make, before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements (Resolution 9).

SPECIAL RESOLUTIONS

- 10 A Special Resolution to empower the Directors to allot equity securities (as defined for the purposes of Section 95 of the Companies Act 1985 ("the Act")) pursuant to Section 80 of the Act, as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited.
 - (i) to the allotment of equity securities in connection with any rights issue in favour of holders of ordinary shares in the capital of the Company on the register of members at such record date or dates as the Directors may determine for the purposes of the issue where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares in the capital of the Company held by the ordinary shareholders and, for the avoidance of doubt, the Directors may make such exclusions or

other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of overseas jurisdictions or the requirements of any regulatory body; and

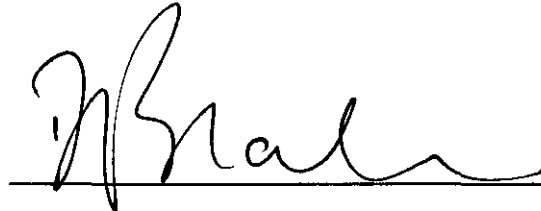
- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities having an aggregate maximum nominal amount of £437,744 (1,750,976 shares) in the case of ordinary shares and this power shall expire on the date of the next Annual General Meeting of the Company after the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired (Resolution 10).

- 11 A Special Resolution to authorise the Company both generally and unconditionally to make market purchases (within the meaning of section 163 of the Companies Act 1985) of ordinary shares of 25p each in the capital of the Company (ordinary shares) provided that:

- (i) the aggregate maximum nominal value of ordinary shares hereby authorised to be purchased is £875,488 (3,501,952 shares);
- (ii) the minimum price which may be paid for ordinary shares is 25p per ordinary Share;
- (iii) the maximum price which may be paid for ordinary shares is an amount equal to 105% of the average of the middle market quotations for an ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary Share is purchased;
- (iv) the authority hereby conveyed shall expire at the conclusion of the next Annual General Meeting of the Company, unless such authority is renewed prior to such time; and
- (v) the Company may make a contract to purchase ordinary shares under the Authority hereby conveyed prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such authority, and may make a purchase of ordinary shares in pursuance of any such contract (Resolution 11).

- 12 An ordinary Resolution that the Board of Directors of the Company be and are hereby authorised to offer the holders of ordinary shares of 25 pence each in

the capital of the Company (subject to such exclusions or other arrangements as the Board may consider necessary or expedient in relation to any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange) the right to elect to receive new ordinary shares instead of cash in respect of all or part of any dividend either declared by the Board of Directors as an interim dividend at any time or as a final dividend approved by the shareholders in general meeting for a period of five years to 12 May 2009.

 SECRETARY