

## SPECIAL RESOLUTIONS

of

### Brammer plc

At the ANNUAL GENERAL MEETING of the above-named company duly convened and held on Tuesday, 30 April 2002, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS:

1. THAT subject to the passing of the previous resolution, the directors be and they are hereby empowered pursuant to section 95(1) of the Companies Act 1985 to allot equity securities (as defined in section 94(2) of the said Act) for cash pursuant to any authority conferred in accordance with section 80 of the said Act as if section 89(1) of the said 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 a rights issue or other issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them 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 exchange in any country or territory; and
  - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i)) of any equity securities up to an aggregate nominal value of £478,652

and shall expire on the earlier of the conclusion of the next annual general meeting of the company held after the passing of this resolution and 29 July 2003 and 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.

Continued/.....

2. THAT the company be and hereby is generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 20 pence each in the capital of the company ('ordinary shares') provided that:-

- (i) the maximum number of ordinary shares hereby authorised to be purchased is 4,786,515;
- (ii) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the Daily Official List of The London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased, excluding expenses;
- (iii) the minimum price which may be paid for each ordinary share is 20 pence excluding expenses; and
- (iv) the authority hereby conferred shall expire on the earlier of the conclusion of the next annual general meeting of the company held after the passing of this resolution and 29 July 2003 (except that the company may make a contract to purchase its own shares under the authority hereby conferred 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 its own shares in pursuance of such contract).

  
.....  
**E A Blease**  
**Secretary, Brammer plc**

Date 2 May 2002