

Company No. 162925

THE COMPANIES ACT 1985

SPECIAL RESOLUTIONS

of

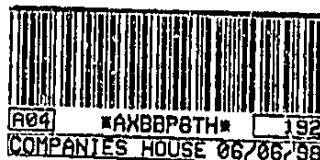
Brammer plc

At the ANNUAL GENERAL MEETING of the above named company duly convened and held on Tuesday, 2 June 1998, the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS.

6. THAT the directors be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the previous resolution 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 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 £466,000 ('the Section 89 amount')

and shall expire on 1 June 1999 or, if earlier, at the conclusion 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 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.

BOARDRES



Continued/.....

Brammer

SPECIAL RESOLUTIONS - continued

7. THAT the company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 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 2,330,000;
 - (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 ten business days immediately preceding the day on which the ordinary share is purchased;
 - (iii) the minimum price which may be paid for each ordinary share is 20 pence; and
 - (iv) the authority hereby conferred shall expire on 1 June 1999 or, if earlier, at the conclusion of the next annual general meeting of the company after the passing of this resolution (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).



J B STIMSON
Secretary

Filed with the Registrar of Companies
this 4th day of June 1998