

31-10-98

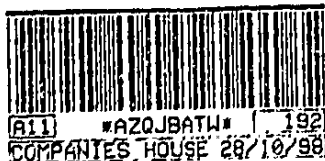
Company No. 173691
THE COMPANIES ACTS 1948 to 1983
and
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
of

WADDINGTON PLC
Passed the 13th day of October 1998

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Cloth Hall Court, Infirmary Street, Leeds LS1 1JB on Tuesday the 13th day of October 1998 the following resolution was duly passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

THAT the proposed disposal ("the Disposal") on the terms and subject to the conditions of and pursuant to the disposal agreement dated 15 September 1998 (described in the circular to shareholders of the Company of which this notice forms part) and all other related agreements and documents referred to therein (together "the Agreements") be and are hereby approved, and the directors of the Company, or a duly authorised committee thereof, be and are hereby authorised to do all such things, attend to all such matters and effect all such acts (including, but not limited to, the signing and/or execution of any documents and the approval of the terms of, or any amendments of or variations to, any of the Agreements, such amendments or variations not to be material in the context of the Disposal) as they may consider necessary, expedient or desirable to complete or give effect to, or otherwise in connection with, the Disposal and/or the Agreements and any matters incidental to any of them.



Chairman

Certified true copy

M.K. Young
M.K. Young, Company Secretary