



Company No. 173691  
THE COMPANIES ACTS 1948 to 1983  
and  
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ORDINARY RESOLUTIONS  
and  
SPECIAL RESOLUTION  
of  
WADDINGTON PLC  
Passed the 25th day of July 1997

At an ANNUAL GENERAL MEETING of the above-named Company duly convened and held at Trinity House, Tower Hill, London EC3N 4DH on Friday the 25th day of July 1997 the following resolutions were duly passed as to Resolutions Nos. 1 to 3 as Ordinary Resolutions and as to Resolution No. 4 as a Special Resolution of the Company:

ORDINARY RESOLUTIONS

1. That the directors be and they are hereby authorised in accordance with, and subject to the terms of, Article 17 of the company's Articles of Association to allot relevant securities up to an aggregate nominal amount of £8,789,170 provided that this authority shall expire on 24th October 1998, or, if earlier, on the expiry of the next Annual General Meeting of the Company after the passing of this resolution.
2. That the payment of aggregate fees in excess of £100,000 to non-executive directors in the financial years ended 30th March 1996 and 29th March 1997 be given formal ratification.
3. That the limit set down in Article 98 of the company's Articles of Association on the aggregate amount of fees payable to non-executive directors be raised to £250,000.

SPECIAL RESOLUTION

4. That, subject to the passing of the ordinary resolution number 1 set out in the Notice of Annual General Meeting of the company dated 2nd July 1997, the directors be and they are hereby authorised in accordance with, and subject to the terms of, Article 18 of the company's Articles of Association to allot equity securities for cash and, for the purposes of paragraph 18.2 of that Article, up to an aggregate nominal amount of £1,318,375.

*M. L. G.*  
Company Secretary.