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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 24th day of July 1998

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 24th day of July 1998 the following resolutions were duly passed as to Resolutions Nos. 1 and 2 as Ordinary Resolutions and as to Resolution No. 3 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 £8,818,324 provided that this authority shall expire on 23rd October 1999, or, if earlier, on the expiry of the next Annual General Meeting of the company after the passing of this resolution.
2. That:
  - (a) The Waddington PLC 1998 Performance Related Share Plan ("the Plan"), the rules of which have been produced to the meeting and initialled by the Chairman thereof for identification and the principal terms of which are summarised in the appendix to the circular dated 1st July 1998 from the Chairman of the company to the shareholders, be and is hereby approved and the directors be and are hereby authorised to carry the same into effect with such amendments as may be required (including modifying the Plan to take into account any tax, exchange control or securities regulations whether in the UK or overseas, either generally or in relation to any participant or class of participants); and
  - (b) the directors be and are hereby authorised to vote as directors on any matter connected with the Plan and be counted for the purpose of any resolution regarding the same in the quorum present at any meeting of directors



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notwithstanding that they may be interested in the same provided that a director shall not vote on any resolution concerning his individual participation in the Plan.

SPECIAL RESOLUTION

3. That, subject to the passing of the ordinary resolution number 1 set out in the Notice of Annual General Meeting of the company dated 1st July 1998, 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 £1,322,778, provided that this authority shall expire on 23 October 1999, or, if earlier, on the expiry of the next Annual General Meeting of the company after the passing of this resolution.

Certified true copy M.L.Y.  
M.K. Young, Company Secretary