

Company No: 237511

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

ARCADIA GROUP PLC

At the Annual General Meeting of the Company duly convened and held at the Landmark Hotel, 222 Marylebone Road, London, NW1 on Thursday 18 January 2001 the following resolutions were passed.

ORDINARY RESOLUTION

Authority for the board to allot unissued shares

That the authority conferred on the board by article 4(C) of the Company's articles of association *be renewed until the conclusion of the Company's annual general meeting in 2002 or 15 months after the date of passing this resolution, whichever is the earlier, and that the "section 80 amount" (as defined in the articles) for the purpose of this authority be £48 million.*

SPECIAL RESOLUTIONS

Authority for limited disapplication of pre-emption rights

That the power conferred on the board by article 4(D) of the Company's articles of association *be renewed until the conclusion of the Company's annual general meeting in 2002 or 15 months after the date of passing of this resolution, whichever is the earlier, and that the "section 89 amount" (as defined in the articles) for the purpose of this power be £7.5 million.*

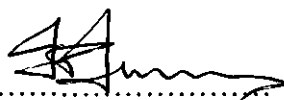


Authority for the Company to purchase its own shares

That the Company be authorised generally and unconditionally to make purchases (as defined in section 163 of the Companies Act 1985) of its ordinary shares, provided that:

- (i) not more than 18.5 million shares may be purchased in aggregate;
- (ii) for each share, the Company may not pay less than 80p or more than 5 per cent above the average of the middle market quotations for the Company's shares, in the London Stock Exchange Daily Official List, for the five business days immediately preceding the date of purchase (each amount being exclusive of expenses): and
- (iii) this authority will expire at the conclusion of the Company's annual general meeting in 2002 or 18 months after the date of passing this resolution, whichever is the earlier, but the Company may, before the authority expires, make a contract of purchase which will or might be completed (either wholly or in part) after the authority expires and may purchase its shares pursuant to that contract.

Certified a true copy



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I P Jackman
Company Secretary
For and on behalf of
Arcadia Group plc