

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 24 January 2002 the following resolutions were passed.

**ORDINARY RESOLUTION**

**Authority to allot shares**

This resolution proposes that the directors be authorised to allot shares with an aggregate nominal value of up to £48.4 million, which is effectively all of the Company's unissued share capital but less than one-third of the nominal value of the issued share capital at the date of this letter.

A similar authority was obtained at the 2001 annual general meeting and, although the directors have no present intention of using the authority, they wish to renew it for a further period. If granted, the renewed authority will expire at the conclusion of the annual general meeting in 2003 or 15 months after the passing of the resolution, whichever is the earlier.

**SPECIAL RESOLUTION**

**Authority to disapply pre-emption rights**

Through this resolution the Company will renew the authority it obtained at the 2001 annual general meeting to disapply pre-emption rights on the allotment, wholly for cash, of shares with a nominal value not exceeding £7.5 million. This figure represents less than 5 per cent of the nominal value of the Company's issued share capital at today's date.

If granted, the renewed authority will expire at the conclusion of the annual general meeting in 2003 or 15 months after the passing of the resolution, whichever is the earlier. The directors have no present intention of using the authority but wish to keep it in force for a further period.

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## SPECIAL RESOLUTION

### **Authority to purchase own shares**

This resolution seeks to renew the authority granted to the Company at the 2001 annual general meeting to purchase up to 18.5 million of its own shares at the minimum and maximum prices set out in the text. The figure of 18.5 million represents less than 10 per cent of the Company's issued shares at today's date.

If granted, the renewed authority will expire at the conclusion of the 2003 annual general meeting or 18 months after the passing of the resolution, whichever is the earlier. The directors have no current intention of exercising the authority and will only exercise it if they believe this would result in an increase in earnings per share and would be in the best interests of shareholders generally.

Certified a true copy

A handwritten signature in black ink, appearing to read 'I P Jackman', written over a dotted line.

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