

No of Company 333188

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTION**  
**OF**  
**CLUGSTON GROUP LIMITED**  
**(Passed on Thursday 22 June 2000)**

At the **ANNUAL GENERAL MEETING** of the above named Company duly convened and held at St. Vincent House, Normanby Road, Scunthorpe, North Lincolnshire on Thursday 22 June 2000, the following Resolution, having been referred to in the Notice convening the Meeting as an item of Special Business to be considered as a Special Resolution, was passed as a **SPECIAL RESOLUTION**.

**RESOLUTION**

"That the directors of the Company be and they are hereby empowered (pursuant to Section 95 of the Companies Act 1985) to exercise the authority conferred on them by ordinary resolution generally to allot equity securities (as defined in Section 94(2) of the Companies Act 1985) of the Company as if Section 89(1) of that Act did not apply thereto, provided that this power shall expire at the end of the Annual General Meeting in 2001, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired".

The above **RESOLUTION** is certified as being a true copy of the Resolution passed at the Annual General Meeting of the Company held on Thursday 22 June 2000.

  
.....

**ALAN WILSON**  
**Secretary**

**PRESENTED BY:-**

Mr A Wilson  
Company Secretary  
Clugston Group Limited  
St Vincent House  
Normanby Road  
**SCUNTHORPE**  
North Lincolnshire  
DN15 8QT

