

Company Number 417183

Companies Act 1985

Torday & Carlisle PLC

Ordinary Resolutions

At the Annual General meeting of the Company held on 3 May 2000 the following resolutions were passed as Ordinary Resolutions of the Company

1. That the audited accounts for the year ended 31 December 1999 together with the reports of the directors and auditors thereon be and hereby are received.
2. That a final dividend of 0.4p per ordinary share be approved payable on 2 June 2000.
3. That Jack Farley be re-elected as a director.
4. That Roger Queen be re-elected as a director.
5. That Magnus Mowat be re-elected as a director.
6. That PricewaterhouseCoopers be re-appointed as auditors of the Company and the directors be authorised to fix their remuneration.
7. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 163(3) of the Companies Act 1985 (as amended) of ordinary shares of 5 pence each of the Company ("ordinary shares") provided that :
 - a) the maximum number of ordinary shares hereby authorised to be acquired is 6,455,478;
 - b) the minimum price which may be paid for any such ordinary share is the nominal value of that share;
 - c) the maximum (exclusive of expenses) which may be paid for any such ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and
 - d) the authority hereby conferred shall expire at the conclusion of the Annual general meeting of the Company to be held in 2001 or on 3 August if earlier; but a contract for purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of ordinary shares may be made in pursuance of any such contract.

JRMackness

Secretary

