

COMPANY NUMBER 448624

THE COMPANIES ACT 1985

A PUBLIC COMPANY LIMITED BY SHARES

**RESOLUTION OF GASKELL PLC**

At the Annual General Meeting of the above Company duly convened and held on 29 April 1999 the undermentioned resolution was duly passed as a Special Resolution.

THAT the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 5p each in the Company provided that;

- a) the maximum number of ordinary shares hereby authorised to be acquired is 1,994,057;
- b) the maximum price which may be paid for any such 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 5 business days immediately preceding the day on which the share is contracted to be purchased;
- c) the minimum price which may be paid for any such share is 5p;
- d) the authority hereby given shall expire at the close of the next Annual General Meeting of the Company to be held after the date hereof unless such authority is renewed prior to such time; but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of shares may be made in pursuance of any such contract.

  
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DIRECTOR AND COMPANY SECRETARY

