

THE COMPANIES ACT 1985

**PUBLIC COMPANY LIMITED
BY SHARES**

**ORDINARY RESOLUTION
OF
GASKELL PLC**

At an Extraordinary General Meeting of the above named Company duly convened and held at Walton House, Syke Side Drive, Altham, Accrington, Lancashire BB5 5YE, on 20th September 1999 the following resolution was duly passed as an Ordinary Resolution.

Ordinary Resolution

1 THAT:

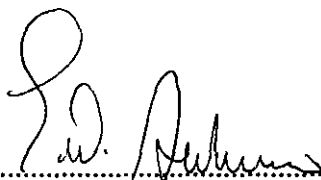
- (a) the proposed acquisition by the Company of the entire issued and to be issued ordinary share capital of Tomkinsons plc ("**Tomkinsons**") on the terms and subject to the conditions stated in the offer document dated 3rd September, 1999 ("**Offer Document**") issued by N M Rothschild & Sons Limited on behalf of the Company, a copy of which is produced to the Meeting and signed by the Chairman for the purpose of identification, or on the terms of any amended, revised, extended, additional or other offer or offers made with the consent of the Panel, or on the terms of any proposals, in any such case as the Directors or any duly authorised committee thereof may consider appropriate, be and is hereby approved and the Directors (or

any such committee) be and are hereby authorised, subject to the consent of the Panel, to waive, amend, vary, revise, extend or renew any of the terms or conditions of the Offer (as defined in the Offer Document) as originally made or as subsequently waived, amended, varied, revised, extended or renewed and to approve any additional or other offer or offers or proposals, and the performance or (as the case may be) grant by the Company and/or any of its subsidiaries and/or subsidiary or associated undertakings of all acts, agreements, arrangements and indemnities which the Directors (or any such committee) may consider necessary or desirable for the purpose of or in connection with the Offer (as defined in the Offer Document and including any amendment, revision, variation, extension or renewal thereof) or the acquisition of shares or other securities of Tomkinsons including, without limitation, making and implementing proposals to participants in the Tomkinsons Share Option Schemes (as defined in the Offer Document) and any other schemes similar to any such schemes established by Tomkinsons, on such terms and conditions as they may consider appropriate, be and is hereby approved;

- (b) the purchase by the Company and/or any of its subsidiaries and/or associated undertakings of any share capital or other securities of Tomkinsons on and subject to such terms and conditions as may be approved by the Directors (or a duly authorised committee thereof) be and is hereby approved; and
- (c) subject to and conditional upon the Offer (as defined in the Offer Document and including any amendment, revision, variation, renewal or extension thereof made with the consent of the Panel) or any additional or other offer or offers, or any proposals, by or on behalf of the Company for ordinary shares in Tomkinsons becoming or being declared unconditional in all respects (save as regards the admission of the ordinary shares of 5p each in the Company to be issued pursuant to the Offer to the official list of the London Stock Exchange becoming effective):

- (i) the authorised share capital of the Company be and is hereby increased from £1,450,000 to £1,875,000 by the creation of an additional 8,500,000 ordinary shares of 5p each; and
- (ii) the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (within the meaning of the said section 80) pursuant to or in connection with the Offer and otherwise up to an aggregate nominal amount of £627,721.40, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or on 19th September 2000, whichever is earlier, and provided further that 15 months after the passing the Company may before such expiry make any offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

2 There being no further business the Meeting closed.


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Chairman