

special resolution

Company Number : 478794

Name of company: Yates Group PLC
(formerly Yates Brothers Wine Lodges PLC)

At an annual general meeting of the members of the company, duly convened and held at the New Pack Horse Hotel, Bradshawgate, Bolton on 26th July 2000, the following special resolution was duly passed:-

THAT in accordance with article 5 of the articles of association of the Company and Part V of the Companies Act 1985 ("the Act"), the Company be and is hereby granted general and unconditional authority (pursuant to section 166 of the Act) to make market purchases (as defined in section 163 of the Act) of any of its own ordinary shares of 25p each on such terms and in such manner as the board of directors of the Company may from time to time determine provided that:

- (a) the maximum number of shares authorised to be purchased is 3,242,136;
- (b) the maximum price which may be paid for a share is an amount equal to not more than 105% of the average of the middle market quotations for the shares taken from the London Stock Exchange Daily Official List for five business days before the day on which the purchase is made exclusive of attributable expenses payable by the Company;
- (c) the minimum price which may be paid for a share is 25p; and
- (d) the authority conferred by this resolution shall expire on the conclusion of the next annual general meeting of the Company held after the passing of this resolution or 15 months after the date of this resolution (whichever shall first occur), except that the Company may, before such expiry, enter into a contract for the purchase of its own shares which may be completed by or executed wholly or partly after the expiration of this authority.

SIGNED A.C. Date: 28th July 2000
Company Secretary



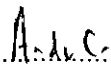
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At an annual general meeting of the members of the company, duly convened and held at the New Pack Horse Hotel, Bradshawgate, Bolton on 26th July 2000, the following special resolution was duly passed:-

THAT the name of the Company be changed to Yates Group PLC.

SIGNED.......... Date: 28th July 2000
Company Secretary