

ordinary resolution

Company number : 478794

Name of company : Yates Group PLC

At an annual general meeting of the members of the company, duly convened and held at The Bolton Moat House Hotel, 1 Higher Bridge Street, Bolton on 24th July 2003, the following ordinary resolution was duly passed:

THAT the directors of the Company be and they are hereby generally and unconditionally authorised and empowered pursuant to section 80 of the Companies Act 1985 ("the Act"), in substitution for all existing authorities under that section, to exercise all powers of the Company to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount of £6,027,378, provided that:

- (a) this authority will expire, unless previously renewed, varied or revoked by the Company in general meeting, on the conclusion of the next annual general meeting of the Company held after the passing of this resolution; and
- (b) the Company may before such expiry make an offer or agreement under this authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if such authority had not expired.

SIGNED
Dominic Kay
Company Secretary

Date: 24th July 2003

