

## special 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 25th July 2002, 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 one or more market purchases (as defined in section 163 (3) of the Act) of any of its own ordinary shares of 25p each on such terms and in such manner as the directors of the Company may from time to time determine, provided that:

- (a) the maximum aggregate number of shares authorised to be purchased is 3,289,561;
- (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 as derived from the London Stock Exchange Daily Official List for the ten 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, exclusive of attributable expenses payable by the Company; and
- (d) the authority conferred by this resolution shall 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, or (if earlier) 15 months after the date of the passing of this resolution, except that the Company may, before such expiry, enter into a contract for the purchase of its own shares under this authority which may be completed or executed wholly or partly after the expiration of this authority.

SIGNED .....  .....  
Andrew Cooper  
Company Secretary

Date: 25<sup>th</sup> July 2002

