

Company No. 1227964

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS**

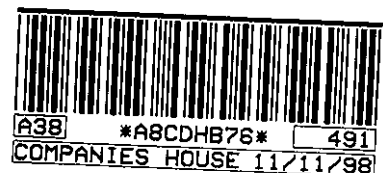
**OF**

**CREIGHTONS PLC**

At an annual general meeting of the Company held on 27 October 1998, the following resolutions were duly passed as special resolutions:

**SPECIAL RESOLUTIONS**

1. THAT, without prejudice to any existing powers, in terms of Article 21 of the Company's Articles of Association the directors of the Company be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred upon them by Section 80 of the said Act by resolution 7 in the notice of meeting as if Section 89(1) of the said Act did not apply to any such allotment provided that this power shall be limited:-
  - (a) *to the allotment of equity securities in connection with an offer or issue to or in favour of ordinary shareholders on the register on a date fixed by the directors where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them on that date but the directors may make such exclusions or other arrangements as they consider expedient in relation to fractional entitlements, and/or legal or practical problems under the Laws in any territory or the requirements of any relevant regulatory body or stock exchange and*
  - (b) *to the allotment (otherwise then pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £198,765.*



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and shall expire on the earlier of the date which is fifteen months after the date of the passing of this resolution and the date of the next annual general meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired and so that all previous authorities of the directors pursuant to Section 95 of the said Act be and are hereby revoked.

2. That the Company be and is hereby generally and unconditionally authorised pursuant to Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163 (3) of the said Act) of its own Ordinary Shares of 20p each ("Ordinary Shares") in such manner and on such terms as the directors may from time to time determine provided that:

- (a) the authority hereby conferred shall expire on the earlier of the date which is fifteen months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company after the passing of this resolution unless renewed or extended prior to or at such meeting, except that the Company may before the expiry of such authority make any contract of purchase of Ordinary Shares which will or might be completed wholly or partly after such expiry and to purchase Ordinary Shares in pursuance of such contract as if the authority conferred hereby had not expired;
- (b) the maximum number of Ordinary Shares hereby authorised to be purchased shall not exceed 993,826 Ordinary Shares (representing 5% of the Company's issued share capital as at 28 September 1998); and
- (c) the maximum price which may be paid for each Ordinary Share pursuant to the authority hereby conferred is an amount equal to 105% of the average of the middle market quotations for any Ordinary Share (derived from The London Stock Exchange Daily Official List) for the five business days prior to the date of purchase and the minimum price is 20p, such price being exclusive of advance corporation tax, if any, payable by the Company.



Chairman of the meeting