

# NORTHAMBER PLC

## SPECIAL RESOLUTION

THAT the Company be and is hereby unconditionally and generally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 5p in the capital of the Company, provided that:

- (a) the maximum number of shares hereby authorised to be acquired is 3,449,870 representing 10 per cent of the present issued share capital;
- (b) the minimum price which may be paid for such shares is 5p per share (exclusive of all expenses);
- (c) the maximum price which may be paid for such shares is, in respect of a share contracted to be purchased on any day, an amount (exclusive of expenses) equal to 105 per cent of the average middle market quotations of the Ordinary Shares of the Company as derived from the Daily Official List of The London Stock Exchange on the 10 dealing days immediately preceding the day on which the shares are contracted to be purchased;
- (d) the authority hereby conferred shall (subject to sub-clause (e) below) expire on the date of the next Annual General Meeting of the Company after the passing of this resolution; and
- (e) the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such Authority, and may make a purchase of its own shares in pursuance of any such contracts.

The above resolution was passed at the AGM of the Company held on 3<sup>rd</sup> November 1998.

Signed ..... 

M D Lee  
Company Secretary  
For and on behalf of Northamber plc

