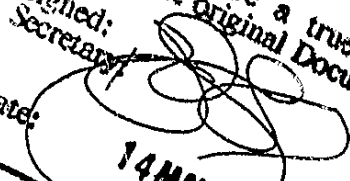


No. 2070200

The Company's Act 1985
Company Limited by Shares
Special Resolution
of
Wickes plc
(passed on 22nd April 1998)

intended to be a true and exact copy of the original Document.
Signed: 
Secretary
Date: 14 MAY 1998

At the Annual General Meeting, duly convened and held at The Mountbatten Hotel, Covent Garden, London on 22nd April 1998, the following resolutions were passed as Special Resolutions:

1. (Resolution 1.)

That the Articles of Association of the Company be amended, with immediate effect so that the Articles of Association as so amended shall apply in determining the numbers of Directors to retire by rotation at this Annual General Meeting, by deleting the following wording in Article 84:

"provided that no Director holding office as an Executive Chairman or Chief Executive or Deputy or Joint Chief Executive or as Managing or Joint Managing Director shall be subject to retirement by rotation or be taken into account in determining the number of Directors to retire."

2. (Resolution 7.)

That the Company be authorised to purchase for cancellation its own fully paid Ordinary Shares of 50p each by way of market purchase (as defined in Section 163(3) of the Companies Act 1985) upon and subject to the following conditions:

- (i) the maximum number of shares which may be purchased is 7,564,462 Ordinary Shares of 50p each;
- (ii) the maximum price at which shares may be purchased shall be an amount equal to 105 per cent. of the average of the middle market quotations of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the shares are contracted to be purchased and the minimum price which may be paid for each share is its nominal value (in both cases exclusive of expenses); and
- (iii) the authority to purchase conferred by this resolution shall expire at the conclusion of the Annual General Meeting of the Company in 1999 or, if earlier, 22 July 1999, provided that any contract for the purchase of any Ordinary Shares permitted by this resolution which has been concluded before the expiry of this authority may be executed wholly or partly after the authority expires.



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3. (Resolution 9.)

That the Directors of the Company be hereby empowered, during the period ending on 22 July, 1999 or the date of the Annual General Meeting of the Company in 1999, whichever first occurs, to allot or make offers or agreements to allot equity securities wholly for cash pursuant to the authority contained in Resolution 8, as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment provided that this power shall be limited:

- (i) to the allotment of equity securities in connection with a rights issue in favour of the holders of relevant shares and relevant employee shares in proportion (as nearly as maybe) to their respective holdings and, if the terms of any other equity securities so provide, in favour of the holders of those equity securities in accordance with the terms thereof, but subject to such exclusions or other arrangements as the Directors consider necessary or expedient in connection with shares representing fractional entitlements, or on account of either legal or practical problems arising in connection with the laws of any territory or of the requirements of any generally recognised regulatory body or stock exchange in any territory; and
- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £1,891,115.

4. (Resolution 10.)

That the Articles of Association of the Company be further amended as follows:

- (a) by the deletion of paragraph (v) of Article 96(b) and the substitution of the following:

“any proposal relating to an arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangements relates”;
and
- (b) by the deletion of paragraph (e) of Article 96.

ed to be a true and exact
y of the original Document.

Signed:
Secretary:

Date:

14 MAY 1998