

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

WICKES plc

(passed on 9th May 2000)



At the 2000 Annual General Meeting, duly convened and held at Mountbatten Hotel, 20 Monmouth Street, Seven Dials, Covent Garden, London WC2H 9HD on 9th May 2000, the following resolutions were passed as special resolutions:

RESOLUTIONS

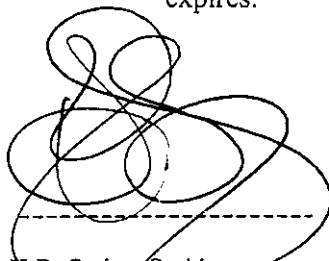
That a new Article 94A be added to the Articles of Association of the Company to read:

1. "The Directors, and any committee of the Directors, shall be deemed to meet together if, being in separate locations, they are nonetheless linked by conference telephone or other communication equipment which allows those participating to hear and speak to each other, and a quorum in that event shall be two persons so linked. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is."

That a new Article 123A be added to the Articles of Association of the Company to read:

2. "The Company may cease to send any cheque, warrant or order by post for any dividend on any shares which is normally paid in that manner if in respect of at least two consecutive dividends payable on those shares the cheque, warrant or order has been returned undelivered or remains uncashed but, subject to the provisions of these Articles, shall recommence sending cheques, warrants or orders in respect of the dividends payable on those shares if the holder or person entitled by transmission claims the arrears of dividend and does not instruct the Company to pay future dividends in some other way."
3. That Article 127A(a) of the Company's Articles of Association be amended by deleting the words "next following the date of the meeting at which the resolution is passed" and substituting the words "which is held in the fifth year after the resolution is passed."
4. That the Directors of the Company be hereby empowered, during the period ending on 9 August 2001 or the date of the Annual General Meeting of the Company in the year 2001 whichever first occurs, to allot or make offers or agreements to allot equity securities wholly for cash pursuant to the authority contained in Resolution 10 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 £1,903,075.
5. 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 7,612,301 Ordinary Shares of 50p each;
 - (ii) the maximum price at which shares may be purchased shall be an amount equal to 105% 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 the year 2001 or, if earlier, 9 August 2001, 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.



K.R. Stokes-Smith
Company Secretary

10 That the Directors of the Company be hereby authorised generally and unconditionally pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £12,687,168 at any time or times within the period expiring on 8 May 2005, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.