


**SHORE CAPITAL GROUP PLC**

At an extraordinary general meeting of Shore Capital Group Plc held at Bond Street House, 14 Clifford Street London W1X 1RE on Friday 21 January 2000 at 9 am the following resolution was passed as a special resolution.

**SPECIAL RESOLUTION**

That the terms of the proposed contract, a memorandum of which are produced to the meeting and for the purposes of identification initialled by the chairman, to be made between Avcoron Investment B.V. and the Company and providing for the purchase by the Company of 13,677 fully paid ordinary shares of £1 each in the capital of the Company be and are hereby authorised and approved subject to the Panel on Takeovers and Mergers waiving the requirement to make a general offer pursuant to Rule 9 of the City Code on Takeovers and Mergers and the directors of the Company be and they are hereby authorised and directed to procure the Company to enter into the contract and to carry the same into effect within eighteen months of the date of this resolution.

  
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*Secretary*

