

No. 2453150

THE COMPANIES ACT 1985

Company limited by shares

RESOLUTIONS
OF
COURTAULDS TEXTILES plc

Passed 13 May 1997

At the Annual General Meeting of Courtaulds Textiles plc, duly convened and held at The Landmark Hotel, 222 Marylebone Road, London NW1 6JQ on 13 May 1997, the following resolutions were duly passed:

Resolution 10 : Renewal of Authority to Allot Shares (Ordinary Resolution)

THAT:

- (A) the directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £8,625,000 (representing 34,500,00 ordinary shares of 25p each and approximately 33 per cent of the Company's issued ordinary share capital) during the period from the date of passing this resolution until the conclusion of the next Annual General Meeting of the Company or 31 July 1998 (whichever is earlier), save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority hereby conferred had not expired; and
- (B) all authorities to allot relevant securities (as defined by section 80) which have been granted to the directors prior to the date of passing this resolution be and are hereby revoked with effect from such date, without prejudice however to the validity of any allotments already made pursuant to such authorities.



Resolution 11 : Renewal of Authority to Allot Shares for Cash (Special Resolution)

THAT the directors of the Company be and are hereby empowered to allot equity securities (within the meaning of section 94 of the Companies Act 1985) for cash, pursuant to the authority granted by Resolution 10 above, as if section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that this power shall be limited to:

- (A) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders, where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (or as nearly as may be) to the respective numbers of ordinary shares held by them (subject to such exclusions as the directors may deem fit to deal with fractional entitlements, any legal or practical problems arising under the laws of any territory or the requirements of any regulatory body); and
- (B) the allotment (otherwise than pursuant to paragraph (A) above) of equity securities up to an aggregate maximum nominal amount of £1,250,000 (representing 5,000,000 ordinary shares of 25p each and approximately five per cent of the Company's issued ordinary share capital);

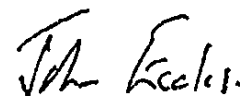
and shall expire on the date of the next Annual General Meeting of the Company after the passing of this resolution or 31 July 1998 (whichever is earlier), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power hereby conferred had not expired.

Resolution 12 : Renewal of Authority to Purchase Own Shares (Special Resolution)

THAT the directors of the Company be and are 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 that Act) of ordinary shares of 25p each in the capital of the Company, provided that:

- (A) the maximum aggregate number of ordinary shares which may be so purchased shall be 10,366,844 ordinary shares (representing a nominal amount of £2,591,711 and 10 per cent of the Company's issued ordinary share capital);
- (B) the maximum price which may be paid for an ordinary share shall be an amount equal to 105% of the average middle market quotations taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the shares in question are to be purchased (excluding Advance Corporation Tax and expenses);
- (C) the minimum price which may be paid for an ordinary share shall be 25p (exclusive of Advance Corporation Tax and expenses); and
- (D) this authority shall expire, unless previously revoked or varied, at the conclusion of the next

Annual General Meeting of the Company after the passing of this resolution or on 31 July 1998 (whichever is earlier), provided that the Company may before this authority expires make contracts for purchases of ordinary shares under this authority which would or might be executed wholly or partly after this authority expires and may make a purchase of ordinary shares pursuant to any such contract.

A handwritten signature in dark ink, appearing to read 'John Eccles'.

John Eccles
Chairman