

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
RESOLUTIONS**

**FRP GROUP PLC**

**Passed 28 March 2002**

At an Annual General Meeting of the above named Company held at 55 Gower Street, London WC1E 6HQ on Thursday 28 March 2002 at 12 Noon the following Resolution was passed:

**SPECIAL BUSINESS**

**SPECIAL RESOLUTION**

6. That the Contingent Contract of Purchase produced to this meeting and signed for identification by the Chairman of the meeting expressed to be made between the Company and Labadi Limited and providing for the purchase by the Company of up to 600,000 of the 50p ordinary shares of the Company or a combination of 50p and 25p ordinary shares to the same total value to be purchased from Labadi Limited, a special purchase vehicle company, at £2.90 per 50p share or £1.45 per 25p share specified in the Contingent Contract of Purchase be approved and that:
- (a) The Directors be authorised and requested to procure the Company to enter into the Contingent Contract of Purchase.
  - (b) This authority shall expire on 30 June 2002.

FRP Group Plc

