

THE COMPANIES ACTS 1985 and 1989

A Public Company Limited by Shares

RESOLUTIONS

of

FRP GROUP PLC

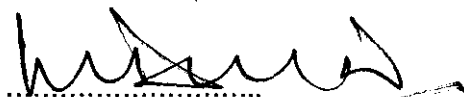
Passed 11 October 2002

At a Separate General Meeting of the holders of 'A' Ordinary Shares in FRP Group PLC, duly convened and held on 11 October 2002, the following resolutions were duly passed as special resolutions:

Special Resolutions

1. THAT the transfer of shares in the Company pursuant to offers for the issued share capital of the Company made by Shore Capital and Corporate Limited on behalf of Union Property Holdings (London) Limited be and is hereby approved in accordance with Article 4 of the Articles of Association.
2. THAT, subject to Resolution 1 being passed, the Articles of Association be amended with immediate effect as follows:
 - (a) In Article 2, the following new definition shall be added after the definition of "OFFICE":

<p>"ORDINARY SHARE(S)" or "ORDINARY SHARE CAPITAL" or "SHARE CAPITAL"</p>	<p>The Ordinary Shares of 50p each and/or the Ordinary Shares of 25p each in the capital of the Company as the context admits</p>
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 - (b) In Article 3, the words "Share Capital" shall be deleted and replaced with the words "share capital".
 - (c) In Article 4(A) and (B) shall be deleted.
 - (d) In Article 4(C)(iii), the words "and will only participate in a distribution of surplus assets pursuant to sub-section (v)(a)(iv) of this article" shall be deleted.
 - (e) Article 4(C)(v) shall be deleted.
 - (f) Article 4(C) shall be renumbered so that it shall become Article 4(A).
 - (g) In the first line of Article 4(D), the words "(B) and (C)" shall be deleted.
 - (h) Article 4(D) shall be renumbered so that it shall become Article 4(B).


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Director



THE COMPANIES ACTS 1985 and 1989

A Public Company Limited by Shares

RESOLUTIONS

of

FRP GROUP PLC


Passed 11 October 2002

At an Extraordinary General Meeting of FRP Group PLC, duly convened and held on 11 October 2002, the following resolutions were duly passed as special resolutions:

Special Resolutions

1. THAT the transfer of shares in the Company pursuant to offers for the issued share capital of the Company made by Shore Capital and Corporate Limited on behalf of Union Property Holdings (London) Limited be and is hereby approved in accordance with Article 4 of the Articles of Association.
2. THAT, subject to Resolution 1 being passed, the Articles of Association be amended with immediate effect as follows:
 - (a) In Article 2, the following new definition shall be added after the definition of "OFFICE":

"ORDINARY SHARE(S)" or "ORDINARY SHARE CAPITAL" or "SHARE CAPITAL"	The Ordinary Shares of 50p each and/or the Ordinary Shares of 25p each in the capital of the Company as the context admits
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 - (b) In Article 3, the words "Share Capital" shall be deleted and replaced with the words "share capital".
 - (c) In Article 4(A) and (B) shall be deleted.
 - (d) In Article 4(C)(iii), the words "and will only participate in a distribution of surplus assets pursuant to sub-section (v)(a)(iv) of this article" shall be deleted.
 - (e) Article 4(C)(v) shall be deleted.
 - (f) Article 4(C) shall be renumbered so that it shall become Article 4(A).
 - (g) In the first line of Article 4(D), the words "(B) and (C)" shall be deleted.
 - (h) Article 4(D) shall be renumbered so that it shall become Article 4(B).



Director