



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
OF
WILMINGTON GROUP plc

At the Annual General Meeting of the above Company duly convened and held at the offices of WestLB Panmure Limited, New Broad Street House, 35 New Broad Street, London EC2M 1SQ on 4 July 2001, the Resolution numbered 6 below was duly passed as an Ordinary Resolution and the Resolution numbered 7 below was duly passed as a Special Resolution:

ORDINARY RESOLUTION

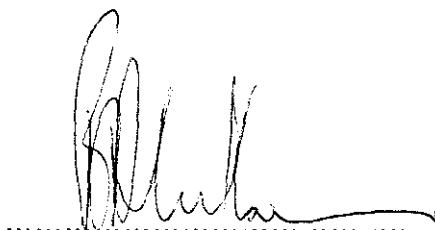
6. That the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount of £892,526 such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2002 or, if earlier, the date being 15 months from the date of the passing of this Resolution save that the Company may before such expiry make an offer or an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

7. That, subject to the passing of Resolution 6, the Directors be empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority conferred by Resolution 6 as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities for the purpose of, or in connection with, an offer of equity securities by way of rights to the holders of issued ordinary shares in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to such exclusions and other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or otherwise howsoever; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a)) of equity securities up to an aggregate nominal amount of £202,873

such power to expire (unless previously revoked, varied or renewed) at the conclusion of the Annual General Meeting of the Company to be held in 2002 or, if earlier, the date being 15 months from the date of the passing of this Resolution

save that the Company may before such expiry make an offer or agreement that would or might require equity securities to be allotted after such power expires and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.



Chairman