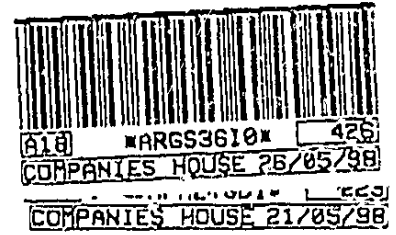


No. 3320790



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

HARVEY NASH GROUP PLC

(Passed 20th May 1998)

At an ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at the offices of Hawkpoint Partners Limited, 4 Great St. Helens, London EC3A 6HA on 20th May 1998 at 10:00am the following resolutions were passed as Special Resolutions.

SPECIAL RESOLUTIONS

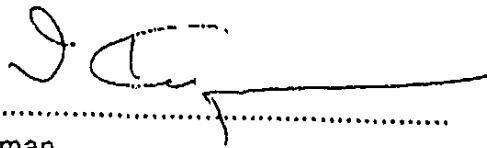
1. THAT the Directors be and are empowered in accordance with section 95 of the Companies Act 1985 ("the Act") to allot equity securities (as defined in section 94 of the Act) for cash, pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by a resolution dated 25 March 1997, as if section 89(1) of the Act did not apply to the allotment, provided that the power conferred by this resolution shall be limited to:

- 1.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective numbers of equity securities held by or deemed to be held by them on the record date of

29/5/98
1.5

such allotment subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body in any territory; and

- 1.2 the allotment (otherwise than pursuant to sub-paragraph (1) above) of equity securities up to an aggregate nominal value not exceeding £70,029 and this power, unless renewed, shall expire on 24 March 2002 but shall extend to the making, before such expiry, of 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 pursuant of such offer or agreement as if the authority conferred hereby had not expired.
2. The Directors be and are hereby authorised to vote, and be counted, in a quorum, on any matter connected with the Harvey Nash Group Long Term Incentive Plan, notwithstanding that they may be interested in the same (except that no Director may be counted in a quorum or vote in respect of his own participation) and any prohibition on voting by interested Directors contained in the Articles of Association of the Company be and is hereby relaxed accordingly.



.....
Chairman