

BRADFORD & BINGLEY plc
Company number 3938288

**SPECIAL RESOLUTION APPROVED BY SHAREHOLDERS AT THE ANNUAL
GENERAL MEETING OF THE COMPANY HELD ON 26 APRIL 2005**

Resolution 11

"It was RESOLVED that the company be generally and unconditionally authorised for the purposes of Section 166 of the Companies Act 1985 (the 'Act') to make market purchases (within the meaning of Section 163(3) of the Act) of Ordinary Shares provided that:

- (a) The maximum number of Ordinary Shares authorised to be acquired is 63,400,000;
- (b) The minimum price which may be paid for an Ordinary Share is 25 pence;
- (c) The maximum price which may be paid for an Ordinary Share is an amount equal to 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased (exclusive of associated expenses);
- (d) The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 18 months from the date of this Resolution, whichever is the earlier; and
- (e) The Company may make a contract to purchase its Ordinary Shares under this authority before the expiry of the authority, which will or may be completed wholly or partly thereafter, and a purchase of shares may be made in pursuance of any such contract."

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Chairman

