

Company Number: SC3935

THE COMPANIES ACTS 1985 AND 1989
PUBLIC COMPANY LIMITED BY SHARES
PENTLAND GROUP PLC

RESOLUTION

(Passed: 4 October 1999)

At a meeting of the Independent Scheme Shareholders (as defined in the circular to shareholders of Pentland Group plc (the "Company") dated 9 September 1999), duly convened and held at The Pentland Centre, Lakeside, Squires Lane, Finchley, London N3 2QL, pursuant to an order of the Court of Session, the following resolution was passed as a resolution in terms of section 425(2) of the Companies Act 1985:-

RESOLUTION

"THAT the scheme of arrangement dated 3 September 1999 (the "Scheme") among the Company, Robert Stephen Holdings plc and the Scheme Shareholders (as defined in the Scheme), the terms of which are set forth in the document of which the notice of this meeting forms part, be approved and the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect."



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Chairman

