

Number of Company 91580

Special Resolution

of

CASTINGS PLC

Passed 17th AUGUST, 1999

At an ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held at Forte Posthouse Hotel, Chapel Lane, Great Barr, Birmingham, West Midlands B43 7BG on the seventeenth day of August 1999, the subjoined Special RESOLUTION was duly passed, viz:-

RESOLUTION

That the Directors be empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of that Act) for cash pursuant to the general authority conferred by the ordinary resolution numbered 6 set out in the notice convening this meeting as if Section 89 (1) of the said Act did not apply to any such allotment provided that this power shall be limited:

- (a) to allotments in connection with an offer of equity securities to the ordinary shareholders of the Company where the securities respectively attributable to the interests of such holders are proportionate (as nearly as may be and subject to such exclusions or other arrangements as the Directors may consider appropriate, necessary or expedient to deal with any fractional entitlements or with any legal or practical difficulties in respect of overseas holders or otherwise) to the respective numbers of ordinary shares then held by such shareholders: and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) of this resolution) if equity securities having, in the case of relevant shares (as defined in Section 94 of the Companies Act 1985), an aggregate nominal amount, or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having an aggregate nominal amount, not exceeding £217,830 which represents approximately 5% of the current issued share capital of the company,

and shall expire at the conclusion of the next annual general meeting following the date of this resolution save that the Company shall be entitled before such expiry to make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

RESOLUTION

That the company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Companies Act 1985) of any of its ordinary shares of 10p each (the "ordinary shares"), provided that:



- a) the maximum number of ordinary shares hereby authorised to be purchased is 6,530,554 representing 14.99% of the issued share capital at 31st March 1999;
- b) the minimum price which may be paid for each ordinary share is 10p, exclusive of the expenses of purchase;
- c) the maximum price which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations for the ordinary shares of the company as derived from the Daily Official List of the London Stock Exchange Limited for the five business days immediately preceding the day of purchase;
- d) unless previously revoked or varied, the authority hereby conferred shall expire at the next annual general meeting of the company, unless such authority is renewed on or prior to such date;
- e) the company may, before the expiry of this authority, conclude a contract to purchase ordinary shares which will or may be executed wholly or partly after such expiry and may make a purchase of ordinary shares pursuant to any such contract, as if such authority had not expired.

Signature.....



.....Director & Secretary