

# A & J MUCKLOW GROUP plc

## Special Resolution

*Passed 7 November 2000*

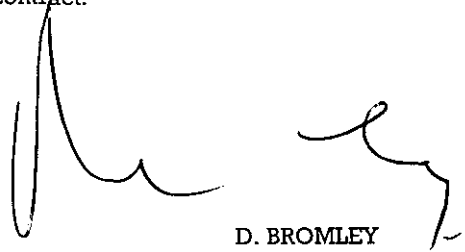
AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on Tuesday, 7 November 2000, the following Resolution was duly passed as a SPECIAL RESOLUTION:

### SPECIAL RESOLUTION

That the Company be generally and unconditionally authorised, in substitution for the authority conferred on 10 April 2000 but without prejudice to any and all purchases made pursuant to such authority prior to the date of the meeting at which this resolution is proposed, to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) and to cancel up to 10,475,453 Ordinary Shares of 25p each and up to 675,000 Preference Shares of 100p each in its capital at a price of:

- (A) in respect of Ordinary Shares not more than 5 per cent above the average of the middle market quotations for such shares as derived from the London Stock Exchange Daily Official List for the 5 business days prior to making the purchases and not less than 25p per share (in each case exclusive of expenses); and
- (B) in respect of Preference Shares not more than 5 per cent above the average of the middle market quotations for such shares as derived from the London Stock Exchange Daily Official List for the 5 business days prior to making the purchases and not less than 25p per share (in each case exclusive of expenses)

and that the authority hereby conferred shall, unless previously renewed, expire on the conclusion of the next Annual General Meeting, but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of shares may be made in pursuance of such contract.

  
D. BROMLEY  
Secretary

