

Company No 00717658

THE COMPANIES ACTS 1985, 1989 AND 2006

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY/SPECIAL RESOLUTIONS

of

A & J MUCKLOW GROUP PLC (THE "COMPANY")

At a General Meeting of the Company held at the Birmingham Botanical Gardens & Glasshouses, Westbourne Road, Edgbaston, Birmingham on 11 November 2008 the following resolutions were passed, in the case of resolution 1, as a special resolution, and in the case of resolution 2, as an ordinary resolution of the Company -

SPECIAL RESOLUTION

- 1 THAT, subject to the passing of resolution 2 in the notice of this Meeting, the Company be and is hereby 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 of 25 pence each in the capital of the Company (the "Shares") provided that
- (a) the maximum aggregate number of Shares hereby authorised to be purchased is 8,998,798 (representing approximately 14.99 per cent of the Company's issued ordinary share capital as at the date of this notice),
 - (b) the minimum price (exclusive of any expenses) which may be paid for each Share is 25 pence,
 - (c) the maximum price (exclusive of any expenses) which may be paid for each Share is an amount equal to the higher of
 - i) 105 per cent of the average of the middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the date on which such Share is contracted to be purchased, and
 - ii) the higher of the price of the last independent trade of a Share and the highest current independent bid for a Share as derived from the London Stock Exchange Trading System (SETS),
 - (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution or on 31 December 2009, whichever is the earlier (unless previously renewed, varied or revoked by the Company in general meeting), and
 - (e) the Company may, before such expiry, enter into one or more contracts to purchase Shares under which such purchases may be completed or executed wholly or partly after

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the expiry of this authority and may make a purchase of Shares in pursuance of any such contract or contracts as if this authority had not expired

ORDINARY RESOLUTION

- 2 THAT the waiver granted by the Takeover Panel of the obligation that would otherwise arise for the members of the Concert Party (as defined in the circular to Shareholders of the Company dated 3 October 2008 (the "Circular")) to make a general offer to the shareholders of the Company pursuant to Rule 9 of the Takeover Code as a result of the exercise by the Company of the authority to make market purchases of its own ordinary shares proposed to be granted by resolution 1 as described in the Circular of which this notice forms part be and is hereby approved


DIRECTOR