

A & J MUCKLOW GROUP plc


Ordinary 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 an ORDINARY RESOLUTION:

ORDINARY RESOLUTION

That approval is granted for the obligation which would otherwise arise, pursuant to Rule 9 of the City Code on Takeovers and Mergers, for the Concert Party (as defined in the Circular to shareholders of the Company dated 4 October (the "Circular")) to make a general offer for all the Ordinary Shares of the Company to be waived on the exercise by the Company of the Market Purchases Resolution (as defined in the Circular), provided that the Market Purchases Resolution is exercised in respect of not more than 10,475,453 Ordinary Shares.



D. BROMLEY,
Secretary

