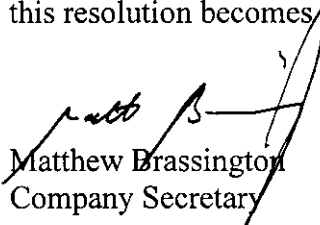


WHITEHEAD MANN GROUP PLC
REGISTERED NUMBER 1725219
ANNUAL GENERAL MEETING
25 July 2000

The following ordinary resolution was approved by the shareholders at the Annual General Meeting held at 11 Hill Street London W1X 8BB.

“ That the authority conferred on the directors by article 4(b) of the company’s articles of association be renewed for the period expiring (unless previously renewed, varied, substituted or revoked by the company in general meeting) on the conclusion of the next annual general meeting and for that period the “ section 80 amount “ is £ 330,718.20; provided that in the case of any allotment the authority hereby conferred shall be limited to the allotment of relevant securities up to the lower of ;(I) an aggregate nominal amount equal to one-third of the aggregate nominal amount of all ordinary shares of 5p each in the capital of the company issued and fully paid immediately after this resolution becomes unconditional; and (ii) an aggregate nominal amount equal to the aggregate nominal amount of all ordinary shares of 5p each in the capital of the company which the directors are authorised to issue but which are not issued and fully paid immediately after this resolution becomes unconditional.”


Matthew Brassington
Company Secretary

