



YORKSHIRE

YORKSHIRE GROUP PLC

Company Number: 65986

At the Annual General Meeting of the company held on 18 May 1999 the following resolutions were passed as Special Resolutions:

1. That the directors be and they are hereby authorised pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94 of the Companies Act 1985) as if Section 89 (1) of the Companies Act 1985 did not apply to any such allotment, provided that this authority shall be limited:
 - (a) to the allotment of equity securities in connection with any rights issued in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as maybe) to the respective numbers of ordinary shares held by them (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory); and
 - (b) to the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal value of £572,777.

This power shall expire at the conclusion of the next Annual General Meeting of the company or fifteen months after the passing of this Resolution, whichever is the earlier, save that the company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

2. That the company be and hereby is generally and unconditionally authorised to make market purchases (as defined in Section 163 (3) of the Companies Act 1985) of its own ordinary shares on such terms and in such manner as the directors may, from time to time, determine, provided that:
 - (a) the maximum number of ordinary shares hereby authorised to be purchased is 4,582,221;
 - (b) the minimum price which may be paid for an ordinary share is 25p (excluding expenses);
 - (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased (excluding expenses); and
 - (d) the authority hereby conferred shall expire on the earlier of 17th August 2000 or the conclusion of the Annual General Meeting of the Company to be held in 2000, 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 any such contract.



3. That, the Articles of Association of the company be and hereby are amended by deleting therefrom the current Articles 87 and 88 and replacing them with the following new Articles 87 and 88.

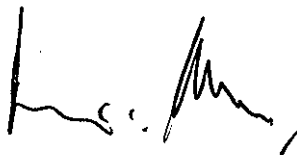
“87 A director will retire from office at the third Annual General Meeting following his appointment or following his last re-appointment by shareholders at an Annual General Meeting.

88 (A) Any director who is required to retire at an Annual General Meeting pursuant to Article 91 (an “excluded director”) shall not be taken into account in determining the number or the identity of the directors to retire by rotation at that meeting pursuant to this Article 88.

(B) The number and identity of the directors, other than any excluded director, to retire at an Annual General Meeting pursuant to this Article 88 shall be determined by reference to the number and identity of the directors, other than any excluded director, at the start of business on the date of the notice convening the Annual General Meeting (“the relevant directors”) notwithstanding any change in the number or identity of such directors after that time but before the close of that meeting.

(C) If the number of directors retiring at an Annual General Meeting under Article 87 is less than one-third of the number of relevant directors (or, if the number of relevant directors is not three or a multiple of three, is less than the number which is nearest to but does not exceed one-third of that number), such additional number of relevant directors shall retire from office by rotation under this Article 88 as shall, together with the directors retiring under Article 87, equal one-third of the number of relevant directors (or, if the number of relevant directors is not three or a multiple of three, the number which is nearest to but does not exceed one-third of that number).

(D) Subject to the provisions of the statutes and of these Articles, the relevant directors, if any, to retire under this Article 88 shall be in addition to and shall not include those to retire under Article 87 and 91 and shall be, first, any other relevant director who wishes to retire and not offer himself for re-election and, secondly, those other relevant directors who have been longest in office since their last appointment or re-appointment, but as between two or more such other relevant directors who have been in office an equal length of time, the relevant director to retire shall, in default of agreement between them, be determined by lot”.



R G Welburn
Company Secretary

20 May 1999