

Company No: 1810247

**The Companies Act 1985
Company Limited By Shares
Ordinary/Special Resolutions
Of
Martin Shelton Group plc**

At a General Meeting of the above-named company, duly convened and held at The Ramada Jarvis Hotel, Otley Road, Leeds, LS16 8AG on the 24th day of October 2002 the following ordinary resolution was duly passed:

1. That the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £75,000 provided that this authority shall expire on the earlier of the conclusion of the next Annual General Meeting after the passing of this resolution and 23 January 2004 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

The following special resolutions were duly passed:

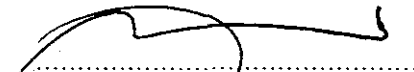
2. That the Directors be and are hereby authorised pursuant to Section 95 of the Companies Act 1985 to allot equity securities for cash (within the meaning of Section 94 of the said Act) pursuant to the authority confirmed by resolution number 1 above as if the pre-emption provisions of Section 89(1) of the said Act did not apply to any such allotment. This power shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the interests of such ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of shares held by them subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any territory or by virtue of shares being represented by depository receipts, the requirements of any regulatory body or stock exchange, or any other similar matter; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £26,725.

This power shall expire on the earlier of the conclusion of the next Annual General Meeting after the passing of this resolution and 23 January 2004. The Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted after it has expired and the Directors may allot equity securities pursuant to such an offer or agreement as if the power granted by this resolution had not expired.




3. That the Company be and it is hereby authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) on the London Stock Exchange Limited of up to an aggregate amount of 530,000 ordinary shares of 10p each in its capital at a price of not more than 5% above and not less than 25% below the average of middle market quotations for the ordinary shares of the Company as derived from the AIM Appendix to the London Stock Exchange Daily Official List for the 10 business days immediately preceding that on which such market purchases are made (in each case exclusive of expenses) and that the authority conferred by this resolution shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may purchase shares after such date pursuant to a contract made by the Company before the termination of this authority.

Signed


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Chairman

Signed


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Company Secretary

Date

24 October 2002