

03 - 06 - 98

Company No. 65986

**YORKSHIRE GROUP PLC**

**SPECIAL RESOLUTION**

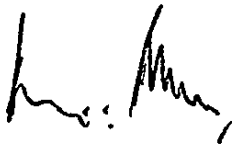
At the Annual General Meeting of the company held on 18 May 1998 the following resolution was passed as a special resolution.

**AUTHORITY TO ALLOT SHARES**

It was resolved that the Directors be and they were 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 issue in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders were 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 £572,752

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 ordinary shares to be allotted after such expiry and the directors may allot ordinary shares in pursuance of such offer or agreement as if the power conferred hereby had not expired.



**Company Secretary**

