

THE COMPANIES ACTS 1985 AND 1989

COPY RESOLUTION of

ROBINSON PLC

At an extraordinary general meeting of Robinson plc ("**Company**") held at the offices of Robinson plc, Portland, Goyt Side Road, Chesterfield S40 2PH on 26 April 2004 at 10.00am the following resolution was duly passed of the Company as a special resolution:

SPECIAL RESOLUTION

1. That: notwithstanding and in addition to any other authority the Company may have from time to time to make market purchases of its own shares, the Company be and is hereby authorised in accordance with section 166 of the Companies Act 1985 ("**the Act**") to make market purchases (within the meaning of section 163(3) of the Act) of Ordinary Shares (as defined in the circular to shareholders dated 1 April 2004 ("**Circular**")) pursuant to the arrangements in connection with the proposed tender offer described in the Circular, as amended from time to time in accordance with the terms thereof, provided that:
 - 1.1 the maximum number of Ordinary Shares hereby authorised to be purchased is 11,764,705 Ordinary Shares representing approximately 44.4 per cent. of the Company's issued ordinary share capital;
 - 1.2 the price which will be paid for an Ordinary Share shall be the Tender Price; (as defined in the Circular); and
 - 1.3 unless renewed, the authority hereby conferred shall expire on 30 April 2005 save that the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.



A handwritten signature in black ink is written over a dotted line. The signature appears to be "A. R. N." followed by a horizontal stroke.

Director

Dated 26 April 2004