

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
(filed pursuant to section 380 Companies Act 1985)
JOHNSTON GROUP PLC
Passed 26th May 2000

At the ANNUAL GENERAL MEETING of the above named Company duly convened and held on Friday 26th May 2000 at the Mandarin Oriental Hyde Park Knightsbridge London SW1 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

- i) "THAT the directors of the company be and hereby are generally authorised and empowered for the purposes of section 80 of the Companies Act 1985 to allot relevant securities (as defined in the said Section 80) up to a maximum aggregate nominal amount of £53,000 provided that such authority shall, unless renewed, expire on the date fifteen calendar months after the passing of this resolution, or, if earlier, on the date of the next Annual General Meeting of the Company but may be previously revoked or varied by the Company in general meeting".
- ii) "THAT the directors shall have the power to exercise the authority conferred on them by the resolution contained in Resolution 9(i) to allot the shares specified therein as if sub-section (1) of Section 89 of the Companies Act 1985 did not apply thereto."



Chairman

