



COMPANY NO: 1749877

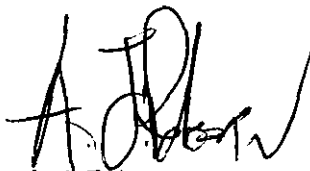
**COMPANIES ACT 1985**  
**SPECIAL RESOLUTION OF**  
**RM plc**

**Passed on 6 November 2002**

At an Extraordinary General Meeting of the Company held on 6 November 2002 the following resolution was duly passed as a Special Resolution

**THAT** the Company be and is hereby unconditionally and generally authorised for the purpose of Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163 of that Act) of ordinary shares of 2p each in the capital of the Company provided that:

- (a) the maximum number of shares which may be purchased is 8,970,079;
- (b) the minimum price which may be paid for each share is the nominal value thereof;
- (c) the maximum price which may be paid for a share is an amount equal to 5 per cent. above the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
- (d) this authority shall expire at the conclusion of the Annual General Meeting to be held in 2004, or 6<sup>th</sup> February 2004, whichever is earlier (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

  
A. J. Robson  
Company Secretary



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