

HOMESTYLE GROUP PLC

SPECIAL RESOLUTION PASSED AT THE THIRTEENTH ANNUAL GENERAL MEETING HELD AT THE SWALLOW HOTEL, ROTHERHAM ON FRIDAY 22 JUNE 2001

That the Company be generally and unconditionally authorised to make market purchases (as defined in section 163 of the Companies Act 1985) of ordinary shares of 25 pence each ("shares") subject to the following provisions:

- (1) the maximum number of shares which may be purchased is 3,462,685 being 5% of the current issued share capital;
- (2) the maximum price (exclusive of expenses) which may be paid for a share is a price equal to 105% of the average middle market quotations for a share, as derived from the London Stock Exchange Daily Official List, for the 10 business days immediately preceding the date of purchase; and
- (3) this authority shall expire on 21 September 2002 (unless previously renewed, revoked or varied) save that the Company may make a contract to purchase shares before this authority (as varied or renewed) expires, notwithstanding that it may be executed wholly or partly after it expires, and the Company may purchase shares pursuant to such a contract.

M.E. Dyson - Company Secretary

I hereby certify this to be a true copy of the original.

