

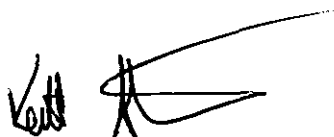
METNOR GROUP PLC

COMPANY NUMBER 3596379

SPECIAL RESOLUTIONS

At a General Meeting of the members of the above named company duly convened at 5th Floor, Quayside House, 110 Quayside, Newcastle upon Tyne, NE1 3DX at 11.00 am on Thursday 22 May 2003 the following Special Resolutions of the Company were passed:

See attached schedule.


.....
K A ATKINSON
CO. SECRETARY



9) That, subject to the passing of resolution 8 above, the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the said Act) for cash pursuant to the authority conferred upon them by resolution 8 of this notice (as varied from time to time by the company in general meeting) as if section 89(1) of the Act did not apply to any such allotment PROVIDED THAT this power shall be limited:

- a) to the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise or as regards shares held by an approved depository or in issue in uncertified form or otherwise howsoever; and
- b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £7,635.55 (being 5% of the issued share capital of the Company);

and shall expire on whichever is the earlier of the conclusion of the next Annual General Meeting of the company or the date falling 15 months from the passing of this resolution unless renewed or extended prior to or at such meeting except that the company may before the expiry of any power contained in this resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

10) That the company be and is hereby generally authorised for the purposes of Section 166 of the Companies Act 1985 to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of its ordinary shares of 1p each upon and subject to the following conditions:

- a) the maximum aggregate number of ordinary shares which may be purchased is 1,527,111 (being 10% of the issued share capital of the Company); and
- b) ordinary shares may not be purchased at a price, which is more than 5 per cent, above the average of the middle market quotations for the ordinary shares as taken from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase or at a price which is less than 1p per ordinary share; and

the authority to purchase conferred by this resolution shall expire at the earlier of 15 months from the date of this resolution and the conclusion of the Annual General Meeting next held, save that the company may before such expiry enter into a contract of purchase under which such purchase may be completed or executed wholly or partly after the expiration of this authority.

10 April 2003

By Order of the Board



KA Atkinson
Company Secretary

Registered Office
Metnor House
Mylord Crescent
Killingworth
Newcastle upon Tyne, NE12 5YD

Registered number 3596379 / 31 December 2002