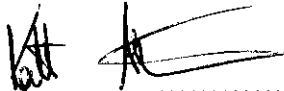


**METNOR GROUP PLC**  
**COMPANY NUMBER 3596379**  
**SPECIAL RESOLUTIONS**

At a General Meeting of the members of the above named company duly convened on Friday 27 May 2005 at 11.00am at 5<sup>th</sup> Floor, Quayside House, 110 Quayside, Newcastle upon Tyne NE1 3DX the following Special Resolutions were passed:

See attached schedule – resolutions 9 and 10.

  
.....  
**K A Atkinson**  
**Co. Secretary**



## Notice of annual general meeting

### METNOR GROUP PLC - Company Number 3596379

NOTICE IS HEREBY GIVEN THAT THE SEVENTH ANNUAL GENERAL MEETING of Metnor Group PLC ("the Company") will be held at 5<sup>th</sup> Floor, Quayside House, 110 Quayside, Newcastle upon Tyne, NE1 3DX on Friday 27 May 2005 at 11.00 am for the purpose of considering and if thought fit, passing thereat or at any adjournment thereof, resolutions as to the ordinary business of the company as follows:

- 1) To receive and adopt the company's accounts for the year ended 31 December 2004 and the reports of the Directors and Auditors thereon.
- 2) To declare a final dividend for 2004 of 6.5p per share.
- 3) To re-elect Mr S Rankin, who retires by rotation in accordance with the provisions of the Articles of Association of the company, as a director of the company.
- 4) To re-elect Mr R Pratt, who retires by rotation in accordance with the provisions of the Articles of Association of the company, as a director of the company.
- 5) To re-elect Mr H Gold, who was appointed by the Board following the company's last Annual General Meeting, as a director of the company.
- 6) To re-appoint KPMG Audit Plc as auditors.
- 7) To authorise the directors to agree the remuneration of the auditors.

To consider and, if thought fit, to pass the following resolutions (of which resolution 8 shall be proposed as an ordinary resolution and resolutions 9 and 10 will be proposed as special resolutions), namely:-

- 8) That, in substitution for all subsisting authorities the directors be and they are hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (as defined in section 80(2) of the Act) up to a maximum aggregate nominal amount of £50,953.70 (being one third of the issued share capital of the Company) PROVIDED THAT:
  - a) this authority shall expire at the conclusion of the Annual General Meeting next held after the passing of this resolution or the date falling 15 months from the date of the passing of this resolution, whichever is the earlier; and
  - b) the company may before the expiry of such period make an offer, agreement or other arrangement which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities in pursuance of any such offer, agreement or other arrangements as if the authority conferred hereby had not expired.

**Notice of annual general meeting** *(continued)*  
**METNOR GROUP PLC - Company Number 3596379**

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 £7,643.05 (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 1,528,611 (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.

**27 April 2005**

**KA Atkinson**  
*Company Secretary*

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

## Notes

1. A member entitled to vote at the meeting is entitled to appoint one or more proxies to attend and vote in his place. A proxy need not be a member of the company.
2. To be effective, a form of proxy must be duly completed and executed and must be received together with the power of attorney or other authority (if any) under which it is executed, or a notarially certified copy of such power of attorney or other authority, by the company's registrars, IRG Plc, Bourne House, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not less than 48 hours before the time of the meeting.
3. The following documents will be available for inspection during normal business hours on any weekday (Saturdays and public holidays excepted) at the company's registered office from the date of this notice and at the place of the Annual General Meeting from 15 minutes before, and until the conclusion of the meeting.
  - (a) Register of the directors' interests (and their families) in the shares or debenture or capital of the company and its subsidiaries.
  - (b) Copies of the directors' service agreements with the company.
4. The company pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 specifies that regard shall only be had to those shareholders registered in the Register of Members of the company by close of business on 25 May 2005 in determining the rights of any person to attend or vote at the meeting.