

Company No. 4526040

THE COMPANIES ACTS 1985 AND 1989

PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

of

FOCUS WICKES (FINANCE) PLC



At an extraordinary general meeting of the Company held at Gawsworth House, Westmere Drive Crewe, Cheshire CW1 6BX on 16 October 2003 the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

1. That the authorised share capital of the Company be increased from £3,711,290 to £465,000,000 by the creation of 461,288,710 new ordinary shares of £1 each having the rights and being subject to the conditions contained in the new Articles of Association of the Company.
2. That for the purposes of section 80 of the Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):
 - (a) the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £465,000,000 in the form of up to 465,000,000 ordinary shares of £1 each to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution;
 - (b) the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution,

so that all previous authorities of the directors pursuant to the said section 80 be and are hereby revoked.

3. That the directors be and are empowered in accordance with Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) for cash, pursuant to the authority conferred to them to allot relevant securities (as defined in Section 80 of the Act) as if Section 89(1) of the Act did not apply to the allotment, provided that the power conferred by this resolution shall be limited to the allotment of equity securities up to an aggregate nominal value not exceeding £465,000,000 and this power, unless renewed shall expire at the end of five years from the date of the passing of this resolution but shall extend to the making, before such expiry, of 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 authority conferred hereby had not expired.

That the articles of association in the form of the draft attached to these resolutions be adopted as the new Articles of Association of the Company in replacement of the existing Articles of Association of the Company.



CHAIRMAN