

Resolution 1

"That the Report of the Directors and the audited Accounts of the Company for the year ended 30 November 2004, as now presented, be and are hereby received."

For	48,156,355
Open	<u>126,929</u>
Total For & Open	48,283,284
Against	Nil
Abstain	53,059
% of votes For & Open	100%

Resolution 2

"That in accordance with the recommendation of the directors, a final dividend of 2.9 pence per ordinary share of the Company, in respect of the year ended 30 November 2004, be paid on 27 April 2005, to ordinary shareholders of the Company on the Register of Members at the close of business on 1 April 2005."

For	48,208,978
Open	<u>127,366</u>
Total For & Open	48,336,344
Against	Nil
Abstain	Nil
% of votes For & Open	100%

Resolution 3

"That, Mr J Kempster, retiring by rotation as a director at this meeting and, being eligible, offering himself for re-election, be and is hereby re-elected a director of the Company."

For	48,177,562
Open	<u>148,317</u>
Total For & Open	48,325,879
Against	8,465
Abstain	2,000
% of votes For & Open	99.98%

Resolution 4

"That, Mr C Littmoden, retiring as a director at this meeting, having been appointed since the last Annual General Meeting and, being eligible, offering himself for re-election, be and is hereby re-elected a director of the Company."

For	48,165,866
Open	<u>144,031</u>
Total For & Open	48,309,897
Against	20,572
Abstain	5,875
% of votes For & Open	99.95%

Resolution 5

"That KPMG Audit Plc, be re-appointed to hold office as Auditors of the Company from the conclusion of this Meeting until the conclusion of the next General Meeting of the Company."

The Chairman announced that proxy votes cast on the resolution had been:

For	46,470,628
Open	<u>145,603</u>
Total For & Open	46,616,231
Against	1,719,562
Abstain	550
% of votes For & Open	96.44%

Resolution 6

"That the directors be authorised to determine the auditor's remuneration."

For	46,702,035
Open	<u>132,929</u>
Total For & Open	46,834,964
Against	1,500,221
Abstain	1,159
% of votes For & Open	96.89%

Resolution 7

"That the remuneration report of the directors be approved."

For	47,751,365
Open	<u>149,707</u>
Total For & Open	47,901,072
Against	254,830
Abstain	180,441
% of votes For & Open	99.47%

Resolution 8

"That, the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that Section) up to a maximum aggregate nominal value of £16,450,000 (32,900,000 shares), being approximately 33% of the ordinary share capital currently in issue, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company, but so that it shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after its expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred has expired.

For	48,054,807
Open	<u>154,907</u>
Total For & Open	48,209,714
Against	111,563
Abstain	15,067
% of votes For & Open	99.76%

Resolution 9

" That the directors be and they are hereby generally and unconditionally authorised pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred by that resolution as if Section 89 (1) of the Companies Act 1985 did not apply to any such allotment, provided that this power shall:

....a)

- a) be limited to the allotment of equity securities:
 - i) in connection with an issue (whether by way of rights issue, open offer or otherwise) in favour of holders of ordinary shares on the register on a fixed date in proportion (as nearly as may be practicable) to their then respective holdings of such shares, but subject to such exclusions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements or any legal or practical requirements under the laws of any territory, or the requirements of any regulatory body, stock or investment exchange, in any territory; and
 - ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £2,494,500 (4,989,000 shares), being approximately 5% of the ordinary shares currently in issue, and
- b) shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company but so that it shall allow the Company to make offers or agreements

before its expiry which would or might require equity securities to be allotted after its expiry and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.

For	47,929,798
Open	<u>179,275</u>
Total For & Open	48,109,073
Against	197,629
Abstain	29,642
% of votes For & Open	99.59%

Resolution 10

"That, pursuant to Article 14 of the Company's Articles of Association and in accordance with Section 166 of the Companies Act 1985, the Company be and is hereby generally and unconditionally authorised, during the period ending at the conclusion of the next annual general meeting of the Company after the passing of this resolution, to make market purchases (as defined in Section 163 of the Companies Act 1985) of the Company's ordinary shares, on such terms and in such manner as the directors may determine, provided that this authority shall:

- (i) be limited to a maximum of 9,978,000 ordinary shares, having an aggregate nominal value of £4,989,000, being approximately 10% of the ordinary share capital currently in issue.
- (ii) not permit the Company to pay less than 50p per share or more than 5% above the average of the middle market quotations (as derived from the London Stock Exchange Daily Official List) for the ordinary shares for the five business days immediately preceding the day of purchase (in each case exclusive of expenses); and
- (iii) permit the Company to make a purchase of its ordinary shares after the expiry of this authority if the contract of purchase was concluded before the authority expired."

The Chairman announced that proxy votes cast on the resolution had been:

For	48,141,274
Open	<u>162,908</u>
Total For & Open	48,304,182
Against	29,326
Abstain	2,836
% of votes For & Open	99.93%