

Registered Number 129785
The Companies Act 1985
Public Company Limited by Shares

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SPECIAL RESOLUTION
of
DEVRO plc



AT THE ANNUAL GENERAL MEETING of the above named Company, duly convened and held at Glasgow on 9 May 2002 at 11 am, the following resolution was passed as a Special Resolution:

THAT the Company be and is hereby generally and unconditionally authorised for the purpose of Section 166 of the Companies Act 1985 to make one or more market purchases (within the meaning of Section 163(3) of the said Act) on the London Stock Exchange of ordinary shares of 10 pence each in the capital of the company ("Ordinary Shares") provided that:

- a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 16,000,000 (representing less than 10 per cent of the Company's issued ordinary share capital);
- b) the minimum price which may be paid for an Ordinary Share is 10 pence being the par value (exclusive of any expenses);
- c) the maximum price (exclusive of any expenses) which may be paid for an Ordinary Share shall be not more than 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;
- d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the AGM of the Company to be held in 2003 or 12 months from the date of passing this resolution whichever shall be the earlier; and
- e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

Chairman of Meeting:

P.A. Barrett

Dated: 9 May 2002