

VOLEX GROUP p.l.c.

Company Number: 158956

RESOLUTION CARRIED AT THE EXTRAORDINARY GENERAL MEETING

OF THE COMPANY

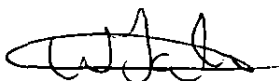
HELD ON 5 DECEMBER 2008

SPECIAL RESOLUTION

¹ "That the Company be generally and unconditionally authorised, pursuant to Article 9 of the Articles of Association of the Company and pursuant to section 166 of the Companies Act 1985, to make market purchases (as defined in section 163 of the Companies Act 1985) of up to 8,523,234 ordinary shares of 25p each in the capital of the Company (being approximately 15 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the directors of the Company may from time to time determine, provided that:

- (a) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (1) five per cent above the average market value of ordinary shares for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the trading venue where the purchase was carried out or less than 25p per share; and
- (b) the authority herein contained shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2009, provided that the Company may, before such expiry, make a contract to purchase its own shares, which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired."

Certified a true copy of the Special Resolution
carried at the Extraordinary General Meeting held on 5 December 2008



Wendy Tate
Company Secretary
5 December 2008



¹ This was resolution 5 put to the Extraordinary General Meeting.