

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**RESOLUTIONS
OF
WHATMAN plc**



Passed 20th May 2005

At an Annual General Meeting of the Company duly convened and held on the 20th Day of May 2005, the following ORDINARY RESOLUTIONS were duly passed:-

Resolution 7 **That** the Remuneration Report as set out in the Annual Report and Accounts for the year ended 31 December 2004 be and is hereby approved.

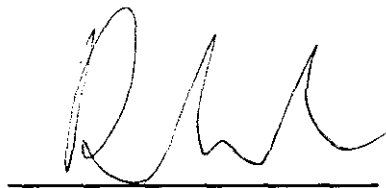
Resolution 8 **That** the grant of the option proposed to be granted to F2 Ventures Ltd, referred to in the Chairman's Letter, described in the Appendix and produced in draft to the Meeting, and for the purposes of identification initialled by the Chairman, be and is hereby approved.

Resolution 9 **That** pursuant to Section 80(1) of the Companies Act 1985:

(a) the directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in Section 80(2) of the Companies Act 1985) of the Company to such persons, at such times and generally on such terms and conditions as the directors may determine, such authority, subject to Section 80(7) of the Companies Act 1985, to be for a period expiring on the earlier of 20 August 2006 and the date of the next Annual General Meeting of the Company, unless revoked by the Company in general meeting provided the maximum aggregate

nominal amount of such relevant securities as aforesaid which may be allotted pursuant to such authority shall be £100,000;

- (b)** the directors shall be entitled under the authority hereby conferred or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted after the expiry of such authority; and
- (c)** this authority shall supersede and revoke any earlier authority given under Section 80 of the Companies Act 1985 in respect of relevant securities of the Company.

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Chairman

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**RESOLUTIONS
OF
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Passed 20th May 2005

At an Annual General Meeting of the Company duly convened and held on the 20th Day of May 2005, the following SPECIAL RESOLUTIONS were duly passed:-

Resolution 10

That

- (a)** subject to paragraph (b) below, the directors be empowered in accordance with Section 95 of the Companies Act 1985 to allot any equity securities (as defined in Section 94(2) of the Companies Act 1985) of the Company pursuant to the authority conferred in resolution 9 above as if Section 89(1) of the Companies Act 1985 did not apply to such allotment;
- (b)** the power contained in sub-paragraph (a) above shall be limited to:

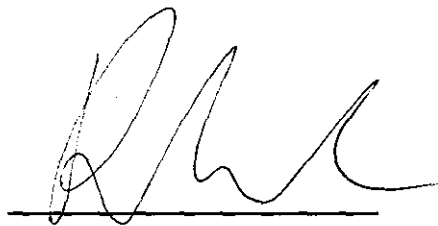
 - (i) the allotment (otherwise than pursuant to sub-paragraph (ii) below) of equity securities which are, or are to be, wholly paid up in cash up to an aggregate nominal amount of £63,500; and
 - (ii) the allotment of equity securities in connection with a rights issue in favour of Ordinary shareholders where the equity securities respectively attributable to the interests of all Ordinary shareholders are proportionate (as nearly as may be) to the respective number of Ordinary shares held by them but otherwise subject to such exclusions or other

arrangements as the directors may deem necessary or expedient;

and shall expire on the earlier of 20 August 2006 and the date of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry 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.

Resolution 11

That the Company be and is hereby authorised pursuant to regulation 4 of the Articles of Association of the Company and Section 166 of the Companies Act 1985 to purchase on or before 20 November 2006 not more than 10 million Ordinary shares of 1p each in its share capital at a price which is not more than 5 per cent above the average of the middle market quotations for the Ordinary shares of 1p of the Company derived from the Stock Exchange Daily Official List for the five dealing days immediately prior to the date of purchase of such shares nor less than 1p, provided that the Company may make a purchase of such Ordinary shares aforesaid after the said 20 November 2006 if the contract of purchase for the same was entered into before such date.

A handwritten signature in black ink, consisting of a large, stylized 'R' followed by a series of loops and a final flourish, positioned above a horizontal line.

Chairman