

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

**RESOLUTIONS
OF
WHATMAN plc**

Passed 9th May 2003

At an Annual General Meeting of the Company duly convened and held on the 9th Day of May 2003, the following SPECIAL RESOLUTIONS were duly passed:-

Resolution no 11

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 10 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 £62,900; 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 9 August, 2004 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 no 12

That:

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 9 November, 2004 not more than 10,000,000 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 9 November, 2004 if the contract of purchase for the same was entered into before such date.

A handwritten signature in black ink, consisting of stylized, overlapping loops and curves, positioned above a horizontal line.

Chairman