

No 2154540

**THE COMPANIES ACT 1985 (AS AMENDED)**

**A private company limited by shares**

WRITTEN RESOLUTIONS

of

POST OFFICE LIMITED

FRIDAY



On ~~27 July~~ <sup>7th August</sup> 2007 the following written resolutions were passed by all of the members of Post Office Limited (the "Company") entitled to attend and vote at a general meeting of the Company in accordance with Article 3(B) of the Articles of Association of the Company

- 1 THAT the authorised share capital of the Company be and is hereby increased from £50,000 to £51,000 by the creation of 1,000 additional ordinary shares of £1 each in the capital of the Company
- 2 THAT the Board be and it is hereby generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the said Act) up to an aggregate nominal amount of £51,000, which authority shall expire five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired
- 3 THAT the Board be and it is hereby empowered, pursuant to section 95 of the Companies Act 1985, to allot equity securities (within the meaning of section 94 of the said Act) for cash pursuant to the authority conferred by resolution 2 above, as if section 89(1) of the said Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £51,000, which authority shall expire in five years from the date on which this resolution is passed, 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 Board may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired

For and on behalf of  
Royal Mail Group Limited

Jonathan Evans

For and on behalf of  
Jonathan Evans

7 August 2007.

US ~~UK~~