

The Companies Acts 1985 and 1989

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Company Limited by Shares

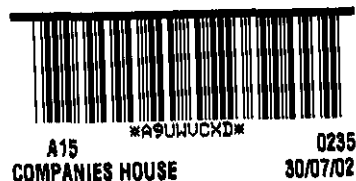
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RESOLUTIONS  
OF  
BPB PUBLIC LIMITED COMPANY

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Passed 24 July 2002

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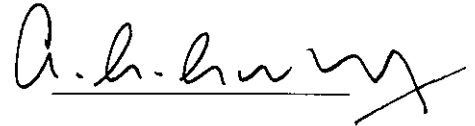


At the Annual General Meeting of BPB public limited company duly convened and held at the Millennium Britannia Mayfair Hotel, Grosvenor Square, London W1, on Wednesday 24 July 2002, the following resolution was duly passed:

SPECIAL RESOLUTION

- 1) "THAT, pursuant to article 43 of the company's articles of association, the company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Companies Act 1985) of ordinary shares of 50p each in the capital of the company provided that:
  - (i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 49 million shares or 10% of the company's issued ordinary share capital as at 24 July 2002 whichever is the lower;
  - (ii) the minimum price which may be paid for an ordinary share is 50p per share which amount shall be exclusive of expenses;
  - (iii) the maximum price which may be paid for an ordinary share is, in respect of an ordinary share contracted to be purchased on any day, an amount (exclusive of expenses) equal to 105% of the average of the middle market quotations for an ordinary share of the company as derived from the London Stock Exchange daily official list for the five business days immediately preceding the day on which that ordinary share is purchased;
  - (iv) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the company or within twelve months from the date of the passing of this resolution whichever is the earlier;

- (v) the company may make a contract 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 as if the authority hereby conferred had not expired”.

A handwritten signature in black ink, appearing to read 'A. G. Gormly', with a horizontal line underneath it.

A G Gormly  
Chairman of the Meeting