

Company Number 164291

AUSTIN REED GROUP PLC

RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING ON 7 JUNE 2005



ORDINARY RESOLUTION

5. THAT The Directors be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 (2) of the Companies Act 1985) of the Company up to an aggregate nominal value of £2,551,100. This authority shall expire at the conclusion of the next Annual General Meeting of the Company or on 6 September 2006 if earlier 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 Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired. The authority conferred by special resolution passed on 27 May 2004 is hereby revoked but without prejudice to any allotment, offer or agreement made or entered into prior to the passing of this resolution.

SPECIAL RESOLUTIONS

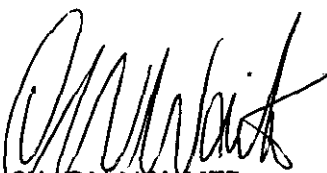
6. THAT the Directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot for cash equity securities (as defined in Section 94 of the Companies Act 1985) of the Company pursuant to the authority conferred by resolution number 5 set out in the notice of this meeting as if sub-section (1) of Section 89 of the Companies Act 1985 did not apply to any such allotment provided that this power shall be limited:
- (i) to the allotment of equity securities in connection with an offer of securities open for acceptance for a period fixed by the Directors to holders of ordinary shares and such other equity securities of the Company as the Directors may determine in proportion to their respective holdings of such securities or in accordance with the rights attached thereto (subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, problems arising in any overseas territory or by virtue of shares being represented by depository receipts, the requirements of any regulatory body or stock exchange or any other matter whatsoever); and
 - (ii) to the allotment (otherwise than pursuant to (i) above) of equity securities up to an aggregate nominal values of £399,945.

and the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or on 6 September 2006 if earlier 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.

7. THAT the Company be and is hereby authorised to purchase ordinary shares of 25p each in the capital of the Company by way of market purchase (as defined in Section 163 (3) of the Companies Act 1985) subject to the following conditions:

- (i) the maximum aggregate number of ordinary shares of 25p each which may be purchased is 3,199,559;
- (ii) the minimum price which may be paid for an ordinary share is 25p and the maximum price (exclusive of expenses) which may be paid is not more than 5% above the average of the middle market quotations for an ordinary share taken from the Daily Official List of the UK Listing Authority for the 5 business days before the date on which the ordinary share is purchased; and
- (iii) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 6 September 2006 provided that any contract for the purchase of any shares as aforesaid which was entered into before the expiry of the said authority may be executed wholly or partly after the said authority expires.

Certified to be a true copy of the resolutions passed at the Annual General Meeting on 7 June 2005.


SIMON N WAITE
Company Secretary

7 June 2005