

THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

MIRROR GROUP PLC

(passed 13 May 1999)



At an Annual General Meeting of the above-named Company duly convened and held on 13 May 1999 the following Resolutions were duly passed as Special Resolutions.

SPECIAL RESOLUTION

"That, in substitution for any existing authority, the directors be and they are hereby empowered in accordance with the provisions of Section 95 of the Companies Act 1985 to make allotments of equity securities (as defined in Section 94 of the said Act) for cash, pursuant to any general authority conferred upon them for the purposes of Section 80 of the said Act, as if Section 89 of the said Act did not apply thereto provided that such power shall:

- a) be limited:
- i) to the allotment of equity securities in connection with a rights issue in favour of holders of ordinary shares in the capital of the Company where the equity securities respectively attributable to the interests of the holders of ordinary shares are proportionate to the respective amounts of ordinary shares then held by them, but subject to such exclusion or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlement or legal or practical problems under the laws of, or the requirements of, any regulatory or stock exchange authority in any jurisdiction; and

- ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to a maximum nominal amount of £5,685,434;
- b) expire on 12 May 2004 except to the extent that the same is renewed or extended prior to such meeting; and
- c) permit the Company to make an offer to enter into any agreement before the expiry of such power which would or might require equity securities to be allotted after this power has expired, and the directors may allot equity securities to such offer or agreement."

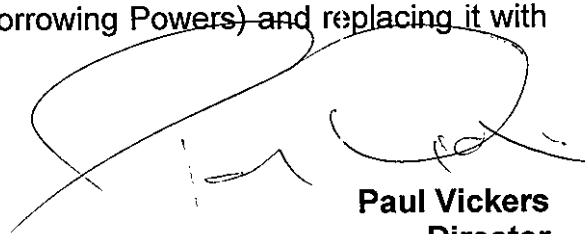
SPECIAL RESOLUTION

"That the Company is hereby unconditionally and generally authorised to make market purchases (as defined in Section 163(3) of the Companies Act 1985) of Ordinary Shares of 25p each in the capital of the Company provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 22,741,736;
- (b) the minimum price which may be paid for such shares is 25p per share exclusive of expenses;
- (c) the maximum price, exclusive of expenses, which may be paid for each such share is an amount equal to 105 per cent of the average of the market values for such a share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the share is contracted to be purchased;
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 12 May 2000 if earlier; and
- (e) the Company may make a contract to purchase its own 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 its own shares in pursuance of any such contract."

SPECIAL RESOLUTION

"That the Company's Articles of Association be amended by deleting the figure £600,000,000 at the end of the Article 102 (b) (Borrowing Powers) and replacing it with £1,500,000,000."



Paul Vickers
Director