

**COMPANY NO. 175064**

**FILOFAX GROUP PLC**

At the Annual General Meeting of the members of the above named Company, duly convened and held at the Filofax Centre, 21 Conduit Street, London W1R 9TB on 25th July 1996, the following Special Resolution was passed:

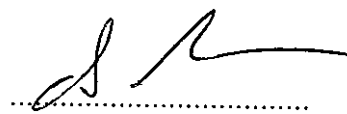
**SPECIAL RESOLUTION**

That the Directors be and they are hereby empowered pursuant to and in accordance with 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 on the Directors by the Ordinary Resolution on 28 July 1994 as if Section 89(1) of the said Act did not apply to any such allotment provided that this power shall be limited:

- a) to 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; and
- b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount £75,309, representing approximately 5% of the issued share capital of the Company.

Such authority shall expire on the date of the next Annual General Meeting of the Company to be held in 1997 (or, if earlier, 15 months from the passing of this Resolution) save that the Company may before such expiry make an offer, agreement or other arrangements as if the power conferred hereby had not expired.

Certified a true copy.

  
.....  
**CHRISTOPHER BRACE**  
**SECRETARY**

