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 9th July 1997, the following Special Resolution was passed:

SPECIAL RESOLUTION

That the Company be and is hereby generally and unconditionally authorised for the purpose of section 166 of the Companies Act 1985 to make one or more market purchases (within the meaning of section 163(3) of the said Act) on The London Stock Exchange Limited (the "Stock Exchange") of Ordinary shares of 5p each in the capital of the Company ("Ordinary shares") provided that:

(a)   The maximum aggregate number of Ordinary shares hereby authorised to be purchased is 4,500,000 (representing approximately 14.9 per cent of the Company's issued Ordinary share capital);

(b)   The minimum price which may be paid for such shares is 5p per share (exclusive of advance corporation tax and expenses);

(c)   The maximum price (exclusive of advance corporation tax and expenses) which may be paid for an Ordinary share shall be not more than 5 per cent above the average of the market values of an Ordinary share as derived from Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary share is 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 to be held in 1998 or within 12 months from the date of passing this resolution, whichever shall be the earlier; and

(e)   The Company may make a contract or contracts 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 or contracts.

Certified a true copy

Christopher Brace
Company Secretary