

No: 471941

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
RESOLUTIONS  
OF**

**WH SMITH PLC**

At the Annual General Meeting of the Company duly convened and held at:

The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED

On 29 January 2004

The following SPECIAL RESOLUTIONS were duly passed:-



Resolution 11: to resolve that:

Subject to the passing of Resolution 10, the directors be granted power pursuant to Section 95(2) of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) for cash pursuant to the general authority conferred by Resolution 10 as if Section 89(1) of the Act did not apply to such allotment, provided that the power conferred by this resolution:

- (a) is limited to:
  - (i) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities are offered to the ordinary shareholders in the proportions (as nearly as may be) in which they hold ordinary shares but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems arising under the laws or requirements of any regulatory body or any stock exchange or otherwise in any territory; and
  - (ii) the allotment of equity securities for cash otherwise than pursuant to paragraph (i) up to an aggregate nominal amount of £6,958,769;
- (b) will expire at the conclusion of the next Annual General Meeting of the Company or on 29 April 2005, whichever is the 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 such equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

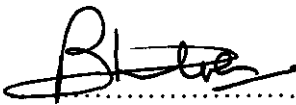
Resolution 12: to resolve that:

In accordance with Article 42 of the Company's Articles of Association and Section 166 of the Act, the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Act) of any of its own

ordinary shares in such manner and on such terms as the directors may from time to time determine provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 25,051,570;
- (b) the minimum price which may be paid for each ordinary share is 55<sup>5</sup>/<sub>9</sub> pence (exclusive of all expenses);
- (c) the maximum price which may be paid for each ordinary share is an amount (exclusive of all expenses) equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
- (d) the authority shall, unless previously varied, revoked or renewed, expire at the conclusion of the next Annual General Meeting of the Company or on 29 April 2005, whichever is the earlier save that the Company shall be entitled under such authority to make at any time before such expiry any contract to purchase its own shares which will or might be executed wholly or partly after such expiry.

WH SMITH PLC

Signed:  .....

Position: CHAIRMAN .....

Date: 17/02/04 .....