

THE COMPANIES ACT 1985
SPECIAL RESOLUTION OF
CANDOVER INVESTMENTS PUBLIC LIMITED COMPANY

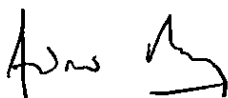
(Registered Number 1512178)

Passed 16 May 2007

At the Annual General Meeting of the above named Company, duly convened and held at Founder's Hall, 1 Cloth Fair, London EC1A 7HT on 16 May 2007, the following Special Resolution was duly passed

- 10 That the Company be and is hereby authorised, generally and without conditions, for the purposes of section 166 of the Companies Act 1985 (the "Act") to make market purchases (within the meaning of Section 163(3) of the Act) of its own ordinary shares, on such terms and in such manner as the directors may from time to time determine, and where such ordinary shares are held as treasury shares, the Company may use them for the purpose of its employee share schemes provided that
- (a) the Company may not buy more than 3,276,306 shares, equal to 14.99 per cent of the ordinary shares issued at the date of the 2006 audited financial statements,
 - (b) the minimum price that the Company may pay for each ordinary share is 25p,
 - (c) the maximum price (excluding expenses) that the Company may pay for each ordinary share is 5 per cent over the average of the mid-market price of the ordinary shares, based on the London Stock Exchange Daily Official List, for the five business days immediately before the day on which the Company buys the ordinary shares,
 - (d) this authority will last from the date of this Annual General Meeting until the next Annual General Meeting (or until 16th August, 2008 if the next Annual General Meeting has not been held by then), and
 - (e) the Company may agree, before the authority ends, to buy ordinary shares even though the purchase is, or may be, completed after the authority ends

Dated 16 May 2007



Andrew Moberly
Company Secretary

