

UK MAIL GROUP PLC

Company Number: 2800218

("the Company")

THURSDAY



AU0F7VTE

A49

14/07/2011

131

COMPANIES HOUSE

At the Annual General Meeting of the Company held on 13th July 2011 at Investec Bank plc, 2 Gresham Street, London EC2V 7QP the following resolutions were duly passed as Ordinary and Special Resolutions as indicated.-

ORDINARY RESOLUTION

1. That:

- 1 1 pursuant to section 551 of the Companies Act 2006 ("Act"), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £1,530,603 provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 12 October 2012 (whichever is the earlier), save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired

SPECIAL RESOLUTIONS

2. That:

- 2 1 subject to the passing of resolution 1 (being resolution 9 at the Annual General Meeting) and pursuant to sections 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 1 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities
- 2 1 1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise)
- 2 1 1 1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them, and
- 2 1 1 2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange and

2 1 2 otherwise than pursuant to paragraph 2 1 1 of this resolution, up to an aggregate nominal amount of £273,470,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 12 October 2012 (whichever is the earlier) save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired

3. That:

3 1 pursuant to Article 9 of the Company's Articles of Association and Section 701 of the Act, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company provided that

3 1 1 the maximum aggregate number of ordinary shares hereby authorised to be purchased is 5,469,397;

3 1 2 the minimum price which may be paid for each ordinary share is 10 pence per ordinary share which amount shall be exclusive of expenses,

3 1 3 the maximum price which may be paid for each ordinary share is, in respect of an ordinary share contracted to be purchased on any day, the higher of

3 1 3 1 an amount (exclusive of expenses) equal to 105% of the average of the mid-market quotations for an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased, and

3 1 3 2 an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out,

and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 12 October 2012 (whichever is the earlier), save that the Company may enter into a contract to purchase ordinary shares before this authority expires

under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of ordinary shares pursuant to any such contract as if this authority had not expired

- 4 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice

Dated 13th July 2011

Registered Office

Express House
464 Berkshire Avenue
Slough
SL1 4PL

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a solid horizontal line.

Chairman