

Company Number : 2800218



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS OF BUSINESS POST GROUP PLC

Passed 11 July 2002

At the Annual General Meeting of the Company, duly convened and held on 11 July 2002 at the London Capital Club, 15 Abchurch Lane, LONDON EC4N 7BW, the following resolutions concerning special business were duly passed :

ORDINARY RESOLUTION

1. THAT:

1.1 the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum aggregate nominal amount of £1,698,166 provided that this authority shall (unless previously revoked or varied by the Company in general meeting) expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot

relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and

1.2 the authority hereby conferred upon the directors replaces the authority conferred upon the directors pursuant to the resolution passed by shareholders of the Company on 10 July 2001 provided that such replacement shall not have retrospective effect.

2 THAT:

2.1 the directors be and they are hereby empowered to allot equity securities (within the meaning of section 94 of the Companies Act 1985 ("the Act")) wholly for cash pursuant to the authority conferred on the directors by resolution 8 contained in the notice of the Annual General Meeting of the Company of which this resolution forms part as if sub-section (1) of section 89 of the Act did not apply to any such allotment provided that this power shall be limited to:

2.1.1 the allotment of equity securities in connection with a rights issue open offer or otherwise 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 for the purposes of this resolution "rights issue" means an offer of equity securities open for acceptance for a period fixed by the directors to:

(a) holders on the register on a fixed record date of ordinary shares in proportion to their respective holdings; and

(b) holders on the register on a fixed record date of other equity securities to the extent expressly required or (if considered appropriate by the directors) permitted by the rights attached thereto;

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 under the laws of, or the requirements of, any regulatory body or any stock exchange or otherwise in any territory, and

2.1.2 the allotment (otherwise than pursuant to paragraph 9.1.1 above) of equity securities up to an aggregate nominal value of £265,092; and shall (unless previously revoked or varied by the Company in general meeting) expire on the earlier of 10 October 2003 or the conclusion of the next Annual

General Meeting of the Company after the passing of this resolution 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 equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired; and

- 2.2 all authorities conferred under section 95 of the Companies Act 1985 prior to the date of this Annual General Meeting be and they are hereby revoked provided that such revocation shall not have retrospective effect.

3. That pursuant to Article 9 of the Company's Articles of Association and Section 166 of the Companies Act 1985, the Company be and is hereby authorised to make market purchases of ordinary shares of 10p each in the capital of the Company provided that:

- 3.1 the maximum number of ordinary shares hereby authorised to be purchased is 5,301,833;
- 3.2 the minimum price which may be paid for each ordinary share is 10 pence per ordinary share which amount shall be exclusive of expenses;
- 3.3 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, 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;
- 3.4 the authority hereby conferred shall expire on the earlier of 10 October 2003 or the conclusion of the next Annual General Meeting of the Company after the date of passing this resolution, unless such authority is renewed prior to such time; and
- 3.5 the Company may conclude a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be exercised wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority hereby conferred had not expired.

At the Extraordinary General Meeting of the Company, duly convened and held on 11 July 2002 at the London Capital Club, 15 Abchurch Lane, LONDON EC4N 7BW, the following resolutions concerning special business were duly passed :

SPECIAL RESOLUTION

1. the Business Post Group plc Franchisee Share Option Scheme 2002 ("the Scheme"), the main features of which are summarised in the circular letter from the Chairman of the Company to Shareholders which accompanies the Notice of Meeting at which this resolution is being proposed, and a copy of which is produced to the meeting and initialled by the Chairman for identification purposes, be and is hereby approved;
2. the Directors be and are hereby authorised to do all such acts and things and make such amendments to the Scheme as they may consider necessary or desirable to implement the Scheme or in order to comply with domestic or overseas securities laws, exchange control, taxation, and/or legislation; and
3. in accordance with Section 95 of the Companies Act 1985 (the "Act") the Directors be and they are hereby empowered to allot equity securities (within the meaning of section 94 of the Act) pursuant to the Scheme and to the authority conferred on the Directors by resolution 8 contained in the notice of the Annual General Meeting of the Company convened for the same date and place as the meeting at which this resolution is being proposed as if sub-section (1) of section 89 of the Act did not apply to such allotment.