

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**MICE GROUP PLC**

At an extraordinary general meeting of MICE Group plc (the “Company”) duly convened and held on 14 January 2002 at the offices of Nabarro Nathanson at Lacon House, Theobald’s Road, London WC1X 8RW, the following resolutions were duly passed as to resolution number 1 as an ordinary resolution and as to resolution numbered 2 as a special resolution.

**Ordinary Resolution**

1. THAT:

- (a) the offer by the Company to acquire the whole of the issued and to be issued ordinary share capital of Expocentric plc (the “Offer”) on the terms and subject to the conditions contained in the offer document issued on behalf of the Company dated 20 December 2001, a copy of which has been produced to the Meeting and signed for the purposes of identification by the Chairman of the Meeting (the “Offer Document”) (or on the terms of any additional or other offer or offers approved by the directors or a committee of the directors of the Company, including any non-material amendment, variation, waiver, revision or extension of the Offer, as originally made or as subsequently amended, varied, waived, revised or extended) and the entering into and performance of such acts, agreements or arrangements in connection with the Offer as the directors or any committee of the directors of the Company may consider necessary or desirable in connection with the Offer, be and are hereby approved;
- (b) subject to and conditional upon the Offer becoming or being declared unconditional in all respects (other than as regards any condition of the Offer relating to either the passing of this resolution or the admission to the Official List of the UK Listing Authority and admission to trading on the London Stock Exchange’s market for listed securities of new ordinary shares of 4p each of the Company to be issued in connection with the Offer becoming effective);
  - (i) the authorised share capital of the Company be and is hereby increased from £4,000,000 to £5,000,000 by the creation of an additional 25,000,000 new ordinary shares of 4p each; and
  - (ii) in substitution for any existing authority granted by the Company (save to the extent the same may already have been exercised), the directors of the Company be and are hereby generally and unconditionally authorised in accordance with 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 the aggregate nominal amount of £2,530,000 which authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2002, provided that the

Company may at any time before such expiry make offers or agreements which would or might require relevant securities in pursuance of any such offer or agreement after such expiring and the directors may allot relevant securities in pursuance of such offers of agreements as if the authority conferred hereby had not expired.

### Special Resolution

2. THAT, conditional on the passing of resolution 1 above as an ordinary resolution, and such resolution becoming effective, the directors of the Company be and they are hereby empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority given by resolution (1)(b)(ii) above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
- (a) in connection with any rights issue or other pre-emptive issue in favour of the holders of ordinary shares of 4p each where the equity securities respectively attributable to the interests of all such holders of ordinary shares of 4p each are proportionate (as nearly as may be) to the respective numbers of ordinary shares of 4p each held by them but subject to such exclusions or arrangements that the directors may deem necessary or desirable to deal with fractional entitlements otherwise arising or legal or practical problems under the laws or requirements of any recognised authority in any territory; and
  - (b) other than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £181,140.23;

and such authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2002 provided that the Company may make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

  
Chairman