

Notice of Meeting

Notice is hereby given that the Annual General Meeting of Business Post Group Plc will be held at Investec Bank Plc, 2 Gresham Street, London EC2V 7QP on 15 July 2009 at 12:00 noon for the purposes of considering and, if thought fit, passing the following resolutions of which Resolutions 1 to 9 will be proposed as ordinary resolutions and Resolutions 10 to 13 will be proposed as special resolutions.

Ordinary business

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| 1 | To receive and adopt the directors' Annual Report and Accounts and the auditor's report thereon for the year ended 31 March 2009. | Resolution 1 |
| 2 | To declare a final dividend of 10.8p net per ordinary share for the year ended 31 March 2009, payable to shareholders on 14 August 2009 who are on the register on 24 July 2009. | Resolution 2 |
| 3 | To approve the remuneration report of the directors. | Resolution 3 |
| 4 | To re-elect Guy Buswell as a director. | Resolution 4 |
| 5 | To re-elect Peter Kane as a director. | Resolution 5 |
| 6 | To re-elect Trevor Jenkins as a director. | Resolution 6 |
| 7 | To re-appoint the auditors, PricewaterhouseCoopers LLP, and to authorise the directors to determine the auditors' remuneration. | Resolution 7 |

Special business

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| 8 | That: | Resolution 8 |
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the rules of the Business Post Group Plc Long Term Incentive Plan 2009 (the "LTIP 2009") referred to in the Directors' Report and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to make such modifications to the LTIP 2009 as they may consider appropriate for the implementation of the LTIP 2009 and to adopt the LTIP 2009 as so modified and to do all such other acts and things as they may consider appropriate to implement the LTIP 2009.

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| 9 | That: | Resolution 9 |
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| 9.1 | 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 £1,532,576 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 |
| 9.2 | 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 9 July 2008 provided that such replacement shall not have retrospective effect. |

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| 10 | That: | Resolution 10 |
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| 10.1 | 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 9 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: |
| 10.1.1 | 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 |
| 10.1.2 | the allotment (otherwise than pursuant to paragraph 10.1.1 above) of equity securities up to an aggregate nominal value of £273,371;
and shall (unless previously revoked or varied by the Company in general meeting) expire on the earlier of 15 October 2010 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 |
| 10.2 | 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. |

Notice of Meeting

11 That:

Resolution 11

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:

- 11.1 the maximum number of ordinary shares hereby authorised to be purchased is 5,467,423;
- 11.2 the minimum price which may be paid for each ordinary share is 10 pence per ordinary share which amount shall be exclusive of expenses;
- 11.3 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;
- 11.4 the authority hereby conferred shall expire on the earlier of 15 October 2010 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
- 11.5 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.

12 That with effect from 00.01 a.m. on 1 October 2009:

Resolution 12

- 12.1 the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- 12.2 the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

13 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Resolution 13

By order of the Board
Steven Glew
Company Secretary
20 May 2009

Notice of Meeting

Notes

1. THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.
2. If you have sold or transferred all your ordinary shares in Business Post Group Plc, please send this document and the enclosed form of proxy to the stockbroker, or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.
3. Explanatory statements relating to special business of the Annual General Meeting are contained in the Directors' Report (under the headings Annual General Meeting - special business) and in the appendices to this Notice of Meeting.
4. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. Such proxy or proxies need not be a member of the Company. Details of how to appoint the chairman of the meeting or another person as your proxy using the form of proxy are set out in the notes on the form of proxy. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional form(s) of proxy may be obtained by contacting Equiniti on 0871 384 2030. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
5. A reply paid form of proxy is provided. To be effective, a form of proxy must be completed, signed and (together with the original or a notarially certified copy of any power of attorney or other authority under which it is executed) lodged at the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZX not later than 48 hours before the time of the meeting or any adjourned meeting or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll. Depositing a completed form of proxy will not preclude a member from attending the meeting and voting in person.
6. There will be available for inspection at the registered office of the Company on any weekday (except Saturday) during normal business hours from the date of this notice until the day of the Annual General Meeting and at the place of the Annual General Meeting for a period of 15 minutes prior to and during the Annual General Meeting:
 - (a) a copy of the proposed new articles of association of the Company, and a copy of the existing memorandum and articles of association marked to show the changes being proposed in resolution 12;
 - (b) copies of the executive directors' service contracts;
 - (c) copies of the letters of appointment of the non-executive directors; and
 - (d) the register of directors' interests in the shares of the Company.
7. A copy of the draft rules of the Business Post Group Plc Long Term Incentive Plan 2009 will be available for inspection at Hewitt New Bridge Street at 6 More London Place, London, SE1 2DA during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.
8. The Company, pursuant to Regulation 41 of the Uncertified Securities Regulations 2001 specifies that only those shareholders registered in the register of members of the Company as at 6.00pm on 13 July 2009 shall be entitled to attend and vote at the aforesaid general meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00pm on 13 July 2009 shall be disregarded in determining the right of any person to attend or vote at the meeting.
9. As at 20 May 2009 (being the last business day prior to the publication of this notice), the Company's issued share capital was 54,674,237 shares, carrying one vote each. Therefore, the total voting rights in the Company as at 20 May 2009 were 54,674,237.
10. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
11. The statement of the rights of members in relation to the appointment of proxies in paragraphs 4 and 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.

ENQUIRIES

Equiniti maintain the Company's share register. If you have any enquiries about the AGM or about your shareholding, you should contact Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

DATA PROTECTION STATEMENT

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

Notice of Meeting - Appendix 1

Summary of the principal terms of the Business Post Group Plc Long Term Incentive Plan 2009 (the "Plan")

1. Operation

The remuneration committee of the board of directors of the Company (the "Committee") will supervise the operation of the Plan.

2. Eligibility

Any employee (including an executive director) of the Company and its subsidiaries will be eligible to participate in the Plan at the discretion of the Committee.

3. Grant of awards

The Committee may grant awards to acquire ordinary shares in the Company ("Shares") within six weeks following the Company's announcement of its results for any period. The Committee may also grant awards within six weeks of shareholder approval of the Plan or at any other time when the Committee considers there are exceptional circumstances which justify the granting of awards. It is intended that the first awards will be made shortly following the adoption of the Plan.

The Committee may grant awards as conditional shares or a nil (or nominal) cost option with a set exercise period. The Committee may also decide to grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash, although it does not currently intend to do so.

An award may not be granted more than 10 years after shareholder approval of the Plan.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

4. Individual limit

An employee may not receive awards in any financial year over Shares having a market value in excess of 100 per cent of his annual base salary in that financial year, including anticipated dividend equivalent. In exceptional circumstances, such as recruitment or retention, this limit is increased to 150 per cent of an employee's annual base salary.

5. Performance conditions

The vesting of awards made to senior executives will be subject to performance conditions set by the Committee.

The performance conditions applying to the initial awards to be made to senior executives will be based on the Company's earnings per share ("EPS") and total shareholder return ("TSR") performance over a three-year performance period commencing with the financial year in which the awards are granted.

50% of the shares subject to these initial awards will be subject to the EPS condition (the "EPS Tranche"). The remaining 50% of the shares subject to these awards will be subject to the TSR condition (the "TSR Tranche").

The vesting of the EPS Tranche will be determined by the Company's EPS growth over the performance period. 25% of the EPS Tranche will vest for annual growth of 5% over the performance period, with full vesting for annual growth of 9% over the performance period. These targets are regarded by the Committee as challenging in the current economic environment. Assuming an improved economic outlook, the Committee would expect to set higher targets for EPS growth for future awards.

The TSR condition will be measured by ranking the Company's TSR performance over the performance period compared to the TSR performance of the constituent companies of the FTSE All Share Index (excluding investment trusts), with 25% of the TSR Tranche vesting for median performance over the performance period rising to 100% of the TSR Tranche vesting for upper quartile performance.

The Committee can set different performance conditions from those described above for future awards to senior executives provided that, in the reasonable opinion of the Committee, the new targets are not materially less challenging in the circumstances than those described above.

The Committee may also vary the performance conditions applying to existing awards if an event has occurred which causes the Committee to consider that it would be appropriate to amend the performance conditions, provided the Committee considers the variation is fair and reasonable and not materially less challenging than the original conditions would have been but for the event in question.

6. Vesting of awards

Awards normally vest three years after grant to the extent that the applicable performance conditions have been satisfied and provided the participant is still employed in the Company's group.

Vested awards granted in the form of options will lapse ten years after their grant, if they have not been exercised or have not lapsed earlier (see "Leaving employment" and "Corporate events" below).

7. Dividend equivalents

The Committee may decide that participants will receive a payment (payable in Shares unless the Committee decides otherwise in exceptional circumstances) on or shortly following the vesting or exercise of their awards of an amount based on the value of the dividends that would have been paid on those Shares between the time when the awards were granted and the time when the underlying shares are issued or transferred to the participant following the vesting or exercise of awards. The basis for calculating this amount may assume that dividends were reinvested in further Shares on the relevant ex-dividend date.

Notice of Meeting - Appendix 1

Summary of the principal terms of the Business Post Group Plc Long Term Incentive Plan 2009 (the "Plan")

8. Leaving employment

As a general rule, an award will lapse upon a participant ceasing to hold employment or be a director within the Company's group. However, if a participant ceases to be an employee or a director because of his ill health, injury, disability, retirement, his employing company or the business for which he works being sold out of the Company's group or in other circumstances at the discretion of the Committee, his award will vest on the date when it would have vested if he had not ceased such employment or office, subject to: (i) the performance conditions being satisfied at the end of the period over which the conditions are measured and (ii) the pro-rating of the award to reflect the reduced period of time between the grant of the award and the participant's cessation of employment as a proportion of the normal three-year vesting period, although the Committee can decide not to pro-rate an award if it regards it as inappropriate to do so in the particular circumstances.

If a participant ceases to be an employee or director in the Company's group for one of the "good leaver" reasons specified above, the Committee can decide that his award will vest when he leaves. The extent to which an award will vest in these situations will depend upon two factors: (i) the extent to which the performance conditions have been satisfied by reference to the date of cessation; and (ii) pro-rating by reference to the time of the participant's cessation of employment as a proportion of the vesting period as described above.

If a participant dies, his award will vest on the date of his death subject to: (i) the performance conditions measured at that time; and (ii) pro-rating by reference to the date of his death as described above, although the Committee can decide, in exceptional circumstances, that his award will vest on the date when it would have vested if he had not died and the performance condition will be measured at that time.

In any of the above "good leaver" circumstances, any vested awards granted as options may be exercised within a period of 12 months starting from the later of (i) the date on which the award vested and (ii) the date when the participant ceased employment.

9. Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) all awards will vest early subject to: (i) the extent that the performance conditions have been satisfied at that time; and (ii) the pro-rating of the awards to reflect the reduced period of time between their grant and vesting, although the Committee can decide not to pro-rate an award if it regards it as inappropriate to do so in the particular circumstances.

In the event of an internal corporate reorganisation awards will be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover.

If a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of Shares to a material extent, then the Committee may decide that awards will vest on the basis which would apply in the case of a takeover as described above.

10. Participants' rights

Awards will not confer any shareholder rights until the awards have vested or the options have been exercised and the participants have received their Shares.

11. Rights attaching to Shares

Any Shares allotted when an award vests or is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

12. Variation of capital

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Committee may make such adjustment as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

13. Overall Plan limits

The Plan may operate over new issue Shares, treasury Shares or Shares purchased in the market.

In any ten calendar year period, the Company may not issue (or grant rights to issue) more than:

- (a) 10 per cent of the issued ordinary share capital of the Company under the Plan and any other employee share plan adopted by the Company; and
- (b) 5 per cent of the issued ordinary share capital of the Company under the Plan and any other executive share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of these limits.

14. Alterations to the Plan

The Committee may, at any time, amend the Plan in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired and the adjustment of awards.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group.

Notice of Meeting - Appendix 2

Explanatory notes of principal proposed changes to the Company's Articles of Association

1. General

The proposed amendments to the Current Articles reflect changes in the law under the Companies Act 2006 that came into force in 2007 and 2008 and which will come into force on 1 October 2009, to increase the limit on fees paid to Directors and to make certain clarifying and conforming changes. The proposed amendments will all take effect, if approved, on 1 October 2009.

2. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Current Articles and the Memorandum of Association ("Memorandum"). The Company's Memorandum contains the objects clause which sets out the scope of the activities the Company is authorised to undertake. This clause is drafted to give a wide scope.

Under the Companies Act 2006, the objects clause and all other provisions which are currently contained in a company's Memorandum, for existing companies at 1 October 2009, will be deemed to be contained in a company's articles but can be removed by special resolution.

The Companies Act 2006 further states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause, together with all other provisions of its Memorandum which, by virtue of the Companies Act 2006, are to be treated as forming part of the Company's Articles as of 1 October 2009. The limited liability of members will be preserved in the New Articles. Resolution 12 confirms the removal of these provisions for the Company.

3. Change of name

Currently, a company can only change its name by special resolution. The Companies Act 2006 additionally allows directors to resolve to change a company's name, provided they are so authorised by the company's articles. The New Articles will give the Directors this power.

4. Form of resolution

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being removed as the concept of extraordinary resolutions has not been retained under the Companies Act 2006.

The Current Articles enable members to act by written resolution. Under the Companies Act 2006 public companies can no longer pass written resolutions. These provisions have therefore been removed in the New Articles.

5. Authorised share capital

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the Current Articles are being amended to reflect this. The Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006.

6. Redeemable shares

At present if a company wishes to issue redeemable shares it must include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead, provided they are so authorised by the articles. The New Articles will contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would seek shareholders' authority to issue new shares in the usual way.

7. Uncertificated securities

The Current Articles are being updated to permit, and deal, with the holding of shares in the Company in uncertificated form, such as through CREST, in line with market practice.

8. Suspension of registration of share transfers

The Current Articles permit the Directors to suspend the registration of transfers. Under the Companies Act 2006, share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement and therefore is being removed.

9. Adjournments

The Current Articles provide that the chairman of a general meeting can usually only adjourn general meetings with the consent of the meeting. The Directors consider that there will be situations where the chairman should have the flexibility to adjourn meetings and this has been provided in the New Articles.

10. Convening extraordinary and annual general meetings

The provisions of the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being conformed with the relevant matters provided for in the Companies Act 2006. In particular an extraordinary general meeting to consider a special resolution can be convened on 14 clear days' notice whereas previously 21 clear days' notice was required.

Notice of Meeting - Appendix 2

Explanatory notes of principal proposed changes to the Company's Articles of Association

11. General meetings

The New Articles will also provide the Directors and the chairman of any general meeting with the power to make arrangements for good order at general meetings and to ensure the safety and security of attendees. In addition proposed amendments to ordinary resolutions will now need to be lodged with the Company at least 48 hours before the meeting to consider the ordinary resolution unless the chairman of the Company otherwise agrees.

12. Votes of members

Under the Companies Act 2006 proxies are entitled to vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. The time limits for the appointment or termination of a proxy appointment have been altered by the Companies Act 2006 so that the articles cannot provide that they should be received more than 48 hours before the meeting or in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect all of these new provisions.

13. Limit on fees paid to directors

The New Articles will increase the annual cap on the aggregate fees payable to Directors from £125,000 to £400,000 commencing with the current financial year. The limit in the Current Articles has not been increased since 1993 and the Directors now consider it appropriate to increase the limit so that the Company has sufficient flexibility to attract and retain non executive directors of the necessary calibre. Directors' overall remuneration will continue to be disclosed in the Remuneration Report.

14. Appointment and retirement of directors

The Current Articles contain a provision imposing an age limit on directors. Such provision could now fall foul of the Employment Equality (Age) Regulations 2006 and so has been removed from the New Articles. In addition, the circumstances in which directors must cease to hold office are being brought into line with the model articles of public companies produced by the Department of Business, Enterprise and Regulatory Reform.

15. Provision for employees on cessation of business

The Companies Act 2006 allows directors of a company to make provisions for payments to employees or former employees in connection with the cessation or transfer of the business of the company, its subsidiaries or undertakings. The Companies Act 2006 stipulates that these powers may only be exercised by directors if they are so authorised by the company's Articles or by the company in General Meeting. The New Articles will contain such a power.

16. Use of seals

The Companies Act 2006 provides an alternative option for the execution of documents (other than share certificates). The new provisions state that when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors, or such other person or persons as the directors may approve.

17. Electronic and web communications

Provisions of the Companies Act 2006 which came into force in January 2007 enable companies to communicate with members by electronic and/or website communications. The New Articles will permit communications to members in electronic form and, in addition, they will also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a member by means of electronic or website communications, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by those means. In the case of website communication, the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

18. Indemnity, insurance and defence expenditure

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. The New Articles reflect these new provisions.

19. Other

Generally the opportunity has been taken to bring clearer language into the New Articles and to update the language used in the Current Articles and for other legislative changes which do not have a material impact.