

No: 4138203

THE COMPANIES ACT 1985 (AS AMENDED)

A public company limited by shares

WRITTEN RESOLUTION

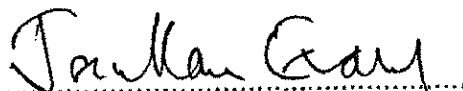
of

ROYAL MAIL GROUP PLC

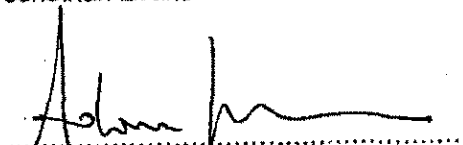
On 16th March 2007 the following written resolution was passed by all members of Royal Mail Group plc (the "Company") entitled to attend and vote at a general meeting of the Company in accordance with Article 3(B) of the Articles of Association of the Company.

THAT, conditional upon the execution of a framework agreement made between The Secretary of State for Trade and Industry (1), Royal Mail Holdings plc (2) and the Company (3):

- (A) the Company be re-registered as a private limited company pursuant to sections 53-55 of the Companies Act 1985; and
- (B) the Memorandum of Association of the Company be amended accordingly as follows:
 - (i) the deletion of the heading of the Memorandum of Association and the insertion in its place of the name "ROYAL MAIL GROUP LIMITED";
 - (ii) by the deletion of clause 1 and substitution of: "1. The Company's name is "Royal Mail Group Limited"."; and
 - (iii) by the deletion of clause 2 and substitution of: "2. The Company is to be a private company limited by shares."



Jonathan Evans



For and on behalf of
Royal Mail Holdings plc

CA070650009

