

## Annual General Meeting 2002 – Poll Results

### 13 May 2002

The following resolutions were proposed by the Chairman and passed by on a show of hands. Proxies were received by the Company from shareholders prior to the meeting as follows:

#### **Resolution 1:**

##### ***Report and Accounts***

To receive the report and accounts for the Company for the year-ended 31 December 2001.

For: 2,107,561,930 (99.1% of votes cast)

Against: 1,998,869 (0.09% of votes cast)

#### **Resolution 2:**

##### ***Remuneration Report***

To receive the remuneration report for the year ended 31 December 2001.

For: 2,075,075,407 (98.0% of votes cast)

Against: 42,351,674 (2.00% of votes cast)

#### **Resolution 3:**

##### ***Approval of Dividend***

To approve a final dividend for the year of 1.9 pence per ordinary share to those shareholders on the register of members at close of business on 3 May 2002.

For: 2,117,935,828 (99.99% of votes cast)

Against: 245,494 (0.01% of votes cast)

#### **Resolution 4:**

##### ***Reappointment of Director***

To reappoint Mike Alexander as a Director of the Company.

For: 2,108,788,827 (99.58% of votes cast)

Against: 8,983,570 (0.42% of votes cast)

#### **Resolution 5:**

##### ***Reappointment of Director***

To reappoint Patricia Mann as a Director of the Company.

For: 2,108,129,484 (99.54% of votes cast)

Against: 9,641,277 (0.46% of votes cast)

#### **Resolution 6:**

##### ***Reappointment of Director***

To reappoint Roger Wood as a Director of the Company.

For: 2,108,405,808 (99.56% of votes cast)

Against: 9,369,147 (0.44% of votes cast)

#### **Resolution 7:**

##### ***Reappointment of Auditors***

To reappoint PricewaterhouseCoopers as of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid and authorise the Directors to determine their remuneration.

For: 1,942,859,111 (97.72% of votes cast)

Against: 45,307,598 (2.28% of votes cast)

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**Resolution 8:**

***Allotment of shares***

Authority under Section 80 of the Companies Act 1985, for the Directors of the Company to allot unissued shares up to a nominal value of £40,454,579.

For: 2,112,612,566 (99.74% of votes cast)

Against: 5,582,755 (0.26% of votes cast)

**Resolution 9:**

***Authority to allot shares for cash***

Authority under the Company's Articles of Association, for the Directors to allot unissued without first offering shares to existing shareholders in proportion to their existing holdings. This authority is subject to renewal by shareholders at the next AGM or within 15 months, whichever is the earlier.

For: 2,110,559,148 (99.23% of votes cast)

Against: 16,437,456 (0.77% of votes cast)

**Resolution 10:**

***Authority to purchase own shares***

Authority for the Company to purchase its own shares, subject to a limit of 10% of the present issued share capital.

For: 2,115,116,068 (99.85% of votes cast)

Against: 3,085,528 (0.15% of votes cast)

**Resolution 11:**

***Authority under the Political Parties, Elections and Referendums Act 2000***

Authority for the Company to make donations to European Union political organisations and to incur EU political , not exceeding £250,000 in total over the period of one year.

For: 1,867,101,235 (92.63% of votes cast)

Against: 148,512,061 (7.37% of votes cast)