

Registered Number: 03625199

BIG YELLOW GROUP PLC
(the "Company")

PUBLIC COMPANY LIMITED BY SHARES

SHAREHOLDERS' RESOLUTIONS
PASSED AT THE ANNUAL GENERAL MEETING ON 18 JULY 2011

AT AN ANNUAL GENERAL MEETING of the Company duly convened and held on 18 July 2011, the following resolutions were duly passed. Resolutions 1 to 15 were passed as ordinary resolutions and resolutions 16 to 18 as special resolutions.

ORDINARY RESOLUTIONS

1. **THAT** the Company receives the Directors' Report and Accounts and the Auditors' Report thereon for the year ended 31 March 2011.
2. **THAT** the Directors' Remuneration Report for the year ended 31 March 2011 be approved.
3. **THAT**, upon the recommendation of the Directors, a final dividend of five pence per ordinary share for the year ended 31 March 2011 be declared, which shall be payable on 20 July 2011 to shareholders who are on the Register of Members as at the close of business on 10 June 2011.
4. **THAT** Stephen Johnson be re-appointed as a Director.
5. **THAT** Tim Clark be re-elected as a Director.
6. **THAT** Jonathan Short be re-elected as a Director.
7. **THAT** Phillip Burks be re-elected as a Director.
8. **THAT** Mark Richardson be re-elected as a Director.
9. **THAT** Nicholas Vetch be re-elected as a Director.
10. **THAT** James Gibson be re-elected as a Director.
11. **THAT** Adrian Lee be re-elected as a Director.
12. **THAT** John Trotman be re-elected as a Director.
13. **THAT** Deloitte LLP be re-appointed as auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company.
14. **THAT** the Directors be authorised to determine Deloitte LLP's remuneration as auditors of the Company.
15. **THAT** the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (in substitution for all subsisting authorities to the

extent unused) to exercise all powers of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £8,738,697 comprising:

- (a) an aggregate nominal amount of £4,369,388.50 (whether in connection with the same offer or issue as under (b) below or otherwise); and
- (b) an aggregate nominal amount of £4,369,388.50 in the form of equity securities (within the meaning of section 560(1) of the Companies Act 2006) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever.

This authority shall expire, unless previously renewed, revoked or varied by the Company in general meeting, 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2012, except that the Company may at any time before the expiry of this authority make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

16. **THAT** the Directors be empowered (in substitution for any previous powers granted to the Directors to the extent unused) pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the general authority conferred on them by ordinary resolution 15 above and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Companies Act 2006, in each case as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited to:
- (a) any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - (b) any such allotment and/or sale, otherwise than pursuant to paragraph (a) above, of equity securities for cash having, in the case of ordinary shares, an aggregate nominal value, or, in the case of other equity securities, giving the


right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £655,402.

This authority shall expire, unless previously renewed, revoked or varied by the Company in general meeting, at such time as the general authority conferred on the Directors by ordinary resolution 15 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

17. **THAT** the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of 10 pence each provided that:
- (a) the maximum aggregate number of ordinary shares which may be acquired is 13,108,046 representing approximately 10% of the Company's issued ordinary share capital;
 - (b) the minimum price which may be paid for any such ordinary share is 10 pence per ordinary share (excluding expenses); and
 - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of (i) 5% above the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased and (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003).

This authority shall expire, unless previously renewed, revoked or varied, 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2012, except that the Company may, if it agrees to purchase ordinary shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

18. **THAT** a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Signed  Date 18 July 2011
Company Secretary, for and on behalf of Big Yellow Group PLC