

22 April 2004

WH Smith PLC

Statement regarding preliminary approach about a possible offer

WH Smith PLC (“WH Smith” or the “Company”) has today released its interim results for the six month period ended 29 February 2004 in which it is noted that the operational and financial review of the Company being undertaken by Kate Swann, CEO, is progressing well.

The Board has considered the preliminary approach from Permira regarding a possible offer for WH Smith at 375p per ordinary share in cash less the declared 4p interim dividend (with a partial equity alternative). Permira has indicated that the making of a formal offer is subject to a number of pre-conditions including confirmatory due diligence. The Board has agreed to allow Permira to conduct confirmatory due diligence on the Company.

Shareholders should note that, as the approach is preliminary and there are a number of pre-conditions to the making of any offer, there can be no certainty that an offer for the Company will be made.

A further announcement will be made in due course.

This statement is not being made with the agreement or approval of Permira.

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