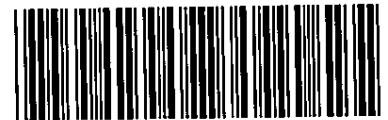


**The Companies Act 1985**  
**PUBLIC LIMITED COMPANY**  
**RESOLUTIONS**  
**of**  
**WALKER GREENBANK PLC**

SATURDAY



A35 \*AQ82M2IG\* 232  
23/08/2008  
COMPANIES HOUSE

At the Annual General Meeting of the above named company duly convened and held on 23<sup>rd</sup> July 2008 the following resolutions was duly passed, resolution 6 as an ordinary resolution and resolutions 7, 8 and 9 as special resolutions of the Company -

**ORDINARY RESOLUTION**

- 10 6 THAT, with effect from the time of passing of this resolution the directors be generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (as defined in that Act) up to a maximum amount of £194,720 at any time or times during the period of five years from the date of this resolution and at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority All unexercised authorities previously granted to the directors to allot relevant securities be and are hereby revoked

**SPECIAL RESOLUTIONS**

- 11 7 THAT, subject to the passing of the resolution number 6 above the directors be empowered pursuant to section 95 of the 1985 Act to allot equity securities (within the meaning of section 94(2) to 94(3A) of the 1985 Act) for cash pursuant to the authority conferred by resolution 6 as if section 89(1) of the 1985 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities
- (a) in connection with an offer of such securities (whether by way of rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practical) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, and
- (b) otherwise that pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £29,503 and this power shall expire five years from the date 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 for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired

8 THAT the company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 1p each in the capital of the company provided that

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 5,900,616,
- (b) the minimum price which may be paid for an ordinary share shall be 1p exclusive of expenses,
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange's Historic Price Service for the five business days immediately preceding the day on which the ordinary share is purchased,
- (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting of the company to be held in the year 2009 or 22<sup>nd</sup> October 2009, whichever shall be the earlier, and
- (e) the company may make a contract to purchase ordinary shares under this authority before the expiry of such authority and may make a purchase of ordinary shares pursuant to any such contract which purchase or contract would or might be executed wholly or partly after the expiration of such authority

9 THAT, with effect from 1<sup>st</sup> October 2008, the draft regulations produced to the meeting and for the purpose of identification signed by the chairman of the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

Ad/Ax



Chairman of the Meeting