

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
COPY RESOLUTIONS OF
BRAMMER PLC
("Company")

PASSED ON 29 OCTOBER 2009



At the general meeting of the Company held at the offices of DLA Piper UK LLP, 3 Noble Street, London EC2V 7EE on 29 October 2009, the following resolutions were passed as ordinary resolutions and special resolutions as indicated below.

ORDINARY RESOLUTIONS

1. **That** the articles of association of the Company be and are hereby amended by removing the provision that is treated, by virtue of paragraph 42(2) of Schedule 2 to The Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, as a provision restricting the maximum amount of shares that may be allotted by the Company.
2. **That**, subject to and conditional upon the passing of resolution 1 above and in substitution for all existing authorities (which, to the extent unused at the date hereof, are hereby revoked with immediate effect), the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ("Act") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company:
 - (a) up to an aggregate nominal amount of £10,628,558.80, equivalent to 53,142,794 ordinary shares of 20 pence each in the capital of the Company, in connection with the proposed rights issue by the Company (as detailed in the prospectus published by the Company on 6 October 2009); and
 - (b) in addition to the authority conferred by paragraph 2(a), up to an aggregate nominal amount of £7,085,705.80,

provided that (unless previously revoked, varied or renewed) such authorities shall expire at the conclusion of the next annual general meeting of the Company or 29 January 2011 (whichever is the earlier), save that, in the case of each such authority, the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the expiry of such period and the Directors may allot shares or grant such rights pursuant to any such offer or agreement as if the authorities conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

3. **That**, subject to and conditional upon the passing of resolution 2 above and to the extent required by law, the Directors be and are hereby empowered pursuant to section 571 of the Companies Act 2006 ("Act") to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 2(a) above as if section 561(1) of the Act did not apply to such allotment, provided that (unless previously revoked, varied or renewed), this power shall expire at the conclusion of the next annual general meeting of the Company or 29 January 2011 (whichever is the earlier), save that the Company may before the expiry of such period make an offer or agreement which would or might require equity securities to be allotted for cash after the expiry of such period and the Directors may allot equity securities pursuant to any such offer or agreement as if the power conferred by this resolution had not expired.

- provided that (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company or 29 January 2011 (whichever is the earlier), save that the Company may before the expiry of such period make an offer or agreement which would or might require equity securities to be allotted for cash after the expiry of such period 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.

D. M. Lerner
Chairman