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31/10/2009

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COMPANIES HOUSE

No. 174706

THE COMPANIES ACT 1985**COMPANY LIMITED BY SHARES****THORNTONS PLC**

At the Annual General Meeting of Thorntons plc duly convened and held on 22 October 2009, the following Resolutions, numbered 9 10 and 11 in the Notice of the Annual General Meeting, were duly passed as Special Resolutions:

Resolution 9:

THAT, subject to the passing of resolution 8 set out in the Notice of Annual General Meeting of the Company dated 18 September 2009, the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of that Act) for cash pursuant to the authority conferred by resolution 8 as if sub-section (1) of Section 561 of the said Act did not apply to any such allotment provided that this power shall be limited to:

a) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of ordinary shareholders on the Register of Members on such record date(s) as the Directors may determine where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate to, as near as may be practicable, the respective numbers of ordinary shares held or deemed to be held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising in or under the laws of any territory or other requirements of any regulatory body or stock exchange;

b) the allotment of equity securities pursuant to the terms of any share scheme for employees of the Company; and

c) the allotment (otherwise than pursuant to sub-paragraph (a) and (b) of this resolution) of equity securities, up to an aggregate nominal value not exceeding £341,749, being approximately 5% of the nominal amount of the ordinary shares in issue at the close of business on 18 September 2009.

The authority conferred on the Directors to allot equity securities under this resolution shall expire on the earlier of 31 December 2010 and the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if Section 89(1) of the Companies Act 1985 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such powers.

Resolution 10:

THAT the Company is hereby generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases pursuant to Section 693 of that Act (as defined in Section 693(4) of the said Act) of ordinary shares in the capital of the Company provided that:

a) the maximum number of ordinary shares of 10p each in the capital of the Company which may be purchased is 6,834,983 being approximately 10% of the Company's issued ordinary share capital as at 18 September 2009;

b) the minimum price which may be paid for each share is 10p;

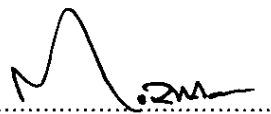
c) the maximum price which may be paid for each share is an amount equal to 105% of the average middle market quotations for a share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the relevant share is purchased; and

d) the authority hereby conferred shall expire on the earlier of 31 December 2010 and the conclusion of the next Annual General Meeting of the Company (except in relation to the purchase of shares the contracts for which were concluded before such date and which are executed wholly or partly after such date) unless such authority is renewed prior to such time.

Resolution 11:

THAT the Company be and is hereby generally and unconditionally authorised, from the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company or 22 October 2010, whichever is earlier, to hold general meetings (other than annual general meetings) on 14 clear days' notice.

Certified as a true copy of the Resolutions


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Company Secretary
22 October 2009