

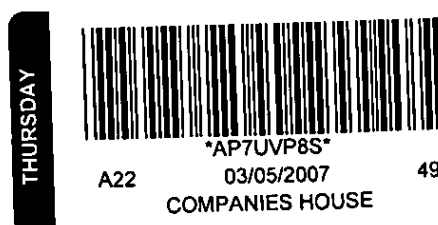
Shore Capital Group plc

Print of Resolutions passed at Annual General Meeting 2007

At the Annual General Meeting of the Company held at 19 Cavendish Square, London, W1A 2AW on 27 April 2007 at 3 30pm, the following ordinary and special resolutions were approved

Ordinary Resolutions

- 1 To approve and adopt the Accounts for the year ended 31 December 2006, together with the reports of the Directors and Auditors thereon
- 2 To re-elect Howard Shore as a director who retires by rotation pursuant to article 90 of the Company's Articles of Association and, being eligible, offers himself for re-election
- 3 To re-elect Graham Shore as a director who retires by rotation pursuant to article 90 of the Company's Articles of Association and, being eligible, offers himself for re-election
- 4 To declare a final dividend of 0 67p per ordinary share of 2p each in the capital of the Company ("Ordinary Share") payable to shareholders on the register at close of business on 9 March 2007
- 5 To re-appoint Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors to determine their remuneration
- 6 To approve the policy set out in the Remuneration Report on pages 15 to 16 in the Annual Report and Accounts 2006
- 7 That, in substitution for all authorities granted to the Directors in respect of the allotment of relevant securities but without prejudice to the prior exercise of such authorities, the Directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £2,500,000 provided that such authority shall expire fifteen months from the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever is earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired



- 8 That, in accordance with Sections 347C and 347D of the Act, the Company and/or each of its subsidiaries Shore Capital and Corporate Limited, Shore Capital Stockbrokers Limited and Shore Capital Limited be authorised to make donations to EU political organisations and to incur EU political expenditure not exceeding in aggregate for all the companies 50,000 pounds sterling (as such terms are defined in Section 347A of the Act) during the period beginning with the date of the passing of this resolution and ending fifteen months from the date of this resolution or at the conclusion of the next Annual General Meeting of the Company, whichever is earlier

Special Resolutions

- 9 That, subject to the passing of resolution 7, the Directors be empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) for cash pursuant to the authority conferred by resolution 8 as if sub-section (1) of Section 89 of the Act did not apply to any such allotment (such authority to be in substitution for all existing authorities granted to the Directors in respect of the allotment of equity securities as if section 89(1) of the Act did not apply but without prejudice to the prior exercise of such authorities) provided that this power shall be limited to the allotment of equity securities

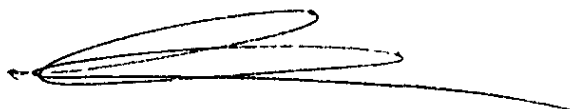
(a) in connection with an offer of such securities by way of rights to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation 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 than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £604,195 62,

and shall expire fifteen months from the date of this resolution or at the conclusion of the next Annual General Meeting of the Company, whichever is earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired

- 10 That the Company be and is hereby generally and unconditionally authorised for the purposes of section 166 of the Act to make one or more market purchases (within the meaning of section 163(3) of the Act) of Ordinary Shares in such manner and on such terms as the Directors may from time to time determine provided that

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 45,284,461,
- (b) the minimum price which may be paid for each Ordinary Share is 2p per share (exclusive of expenses and appropriate taxes) or if each Ordinary Share has a nominal value other than 2p, that nominal value,
- (c) the maximum price (exclusive of expenses and appropriate taxes) which may be paid for an Ordinary Share shall not be more than 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from the Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased,
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or fifteen months from the date of this resolution, whichever is earlier, and
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

Howard Shore
Chairman