

# SEPARATOR SHEET

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31/10/2009

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COMPANIES HOUSE

**Resolutions passed on 29 October 2009 that are required to be filed at Companies House:**

At the annual general meeting of the above named Company duly convened and held on 29 October 2009, the following resolutions were duly proposed and passed as an **ordinary** resolution of the Company:

**That**, in substitution for the authority granted to the Directors pursuant to a resolution passed at the Annual General Meeting of the Company held on 23 October 2008, the Directors be generally and unconditionally authorised for the purpose of Section 551 of the Companies Act 2006 ('the 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, up to an aggregate nominal amount of £1,433,266 provided that:

- (i) (except as provided in paragraph (ii) below) this authority shall expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, fifteen months after the passing of this resolution, but may be previously revoked or varied by an ordinary resolution of the Company; and
- (ii) the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company or the grant of rights to subscribe for, or to convert any security into, shares in the Company, after such expiry and the Directors may allot shares in the Company, or grant rights to subscribe for, or to convert any security into, shares in the Company, in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

At the annual general meeting of the above named Company duly convened and held on 29 October 2009, the following resolutions were duly proposed and passed as **special** resolutions of the Company:

**That**, subject to the passing of resolution 9 above, the Directors, pursuant to the general authority conferred on them, be empowered pursuant to Section 570 of the Companies Act 2006 ('the Act') to allot for cash, either pursuant to the authority so conferred or where the equity securities are held by the Company as treasury shares (within the meaning of Section 724(5) of the Act), to allot equity securities (within the meaning of Section 560 of the Act) as if Section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:

- (i) made in connection with an offer of securities, open for acceptance for a fixed period, by the Directors to ordinary shareholders of the Company on the register on a fixed record date in proportion (as nearly as may be) to their then holdings of such shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems under the laws or requirements of any recognised regulatory body or any stock exchange in any overseas territory or in connection with fractional entitlements) or by virtue of shares being represented by depositary receipts or any other matters whatsoever; and/or
- (ii) wholly for cash (otherwise than pursuant to sub-paragraph (i) above) up to an aggregate nominal value of £214,989 (being 5% of the issued share capital of the Company on 2 September 2009);

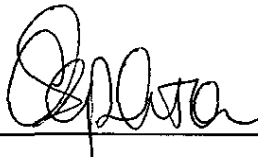
and shall expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, fifteen months after the passing of this resolution, but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such an offer or agreement notwithstanding that the power conferred by this resolution has expired.

That, in accordance with the Companies Act 2006 ('the Act'), the Company be generally and unconditionally authorised for the purposes of Section 701 of the Act to make one or more market purchases (within the meaning of Section 693(4) of the Act) on the London Stock Exchange of ordinary shares of 10p each in the capital of the Company either for cancellation or to hold as treasury shares (within the meaning of Section 724(5) of the Act) provided that:

- (i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 4,299,799;
- (ii) the maximum number of shares held in treasury will never exceed 10% of the issued share capital of the Company;
- (iii) the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall not be more than 5% above the average of the market values for an ordinary share as derived from the London Stock Exchange's Daily Official List for the five business days immediately preceding the date on which the ordinary shares are purchased;
- (iv) the minimum price which may be paid for such ordinary shares is 10p per ordinary share (exclusive of expenses);
- (v) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Company's next Annual General Meeting or, if earlier, fifteen months from the passing of this resolution; and
- (vi) the Company may make a contract or contracts to purchase ordinary shares under the authority conferred by this resolution 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.

That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice. Unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Company's next Annual General Meeting.

Signed: \_\_\_\_\_



C Sephton  
Company Secretary