

**CLS Holdings Plc**

**(Registered in England and Wales number 2714781)**

**RESOLUTIONS**

**passed at the Extraordinary General Meeting held on  
Tuesday, 14 November 2006**

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At the Extraordinary General Meeting of the Company held on Tuesday, 14<sup>th</sup> November 2006 at 26<sup>th</sup> Floor Portland House, Bressenden Place, London, SW1E 5BG the following Resolutions were passed:-

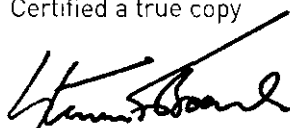
As a Special Resolution

- "1. That, in addition to the authority granted at the Annual General Meeting of the Company held on 23 May 2006 to make market purchases of up to 7,812,446 ordinary shares of 25p each in the capital of the Company ("Ordinary Shares"), the Company be and is hereby unconditionally authorised in accordance with section 166 of the Companies Act 1985 to make one or more market purchases (within the meaning of section 163(3) of the said Act) of Ordinary Shares pursuant to tenders made in relation to the Tender Offer (as defined in the circular to shareholders of the Company dated 18 October 2006) provided that:
- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 5,890,566 (representing approximately 7.55 per cent. of the Company's issued share capital);
  - (b) the minimum price (exclusive of expenses) which shall be paid for an Ordinary Share pursuant to this authority shall be 680p;
  - (c) the maximum price (exclusive of expenses) which shall be paid for an Ordinary Share pursuant to this authority shall be 748p;
  - (d) unless previously revoked or varied, the authority hereby conferred shall expire on the date which is 18 months from the date of passing this resolution;
  - (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."

As an Ordinary Resolution

- "2. That the purchase by the Company of Ordinary Shares from a director of the Company or a person connected with him for the purposes of Part X of the Companies Act 1985 pursuant to the Tender Offer be and is hereby approved for the purposes of section 320 of the Companies Act 1985."

Certified a true copy



Steven F Board  
Secretary

