

CLS Holdings Plc

(Registered in England and Wales number 2714781)

RESOLUTIONS

**passed at the Extraordinary General Meeting held on
Tuesday, 13 November 2007**

At the Extraordinary General Meeting of the Company held on Tuesday, 13th November 2007 at 26th Floor, Portland House, Bressenden Place, London, SW1E 5BG the following Resolution was passed as a **Special Resolution** -

- 1 That, in addition to the authority granted at the Annual General Meeting of the Company held on 22 May 2007 to make market purchases of up to 7,082,262 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 16 October 2007) provided that
- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 1,548,395 (representing approximately 22.0 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 600p,
 - (c) the maximum price (exclusive of expenses) which shall be paid for an Ordinary Share pursuant to this authority shall be an amount equal to 10 per cent above the average of the closing middle market quotations for the Ordinary Shares as derived from SEDOL for the five dealing days immediately preceding the day on which the Directors set the increased price,
 - (d) unless previously revoked or varied, the authority hereby conferred shall, subject as provided in paragraph (e) of this resolution, 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

Certified a true copy


Steven F Board
Secretary

WEDNESDAY



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05/12/2007

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COMPANIES HOUSE