

CLS Holdings Plc

(Registered in England and Wales number 2714781)

RESOLUTIONS

**passed at the Extraordinary General Meeting held on
Thursday, 18th December 2008**

At the General Meeting of the Company held on Thursday, 18th December 2008 at 86 Bondway, London, SW8 1SF the following Resolutions were passed as **Special Resolutions**:-

1. That, in addition to the authority granted at the Annual General Meeting of the Company held on 20 May 2008 to make market purchases of up to 6,729,275 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 1 December 2008) provided that:
- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 15,430,193 (representing approximately 24.99 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 25p, being the nominal value of an Ordinary Share;
 - (c) the maximum price (exclusive of expenses) which shall be paid for an Ordinary Share pursuant to this authority shall be 350p or, if the Directors determine to increase the price to be paid per share, an amount equal to not more than 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


Sten Mortstedt
Chairman

