

The TEG Group Plc
Company number 03109613

Special resolution passed at the AGM on 28 June 2011

Special Business

- 1 That the directors of the Company be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company ("Relevant Securities") up to an aggregate nominal amount of £1,257,734 74 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or 15 months from the passing of this resolution (if sooner) 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 of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired
- 2 That, subject to the passing of Resolution 8, the Directors be and they are empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the general authority conferred upon them by Resolution 8 as if Section 561(1) of the Act did not apply to any such allotment, provided however that the power conferred hereby shall be limited to the allotment of equity securities
 - (i) in connection with an offer or issue of equity securities to or in favour of: (a) holders of shares in the Company in proportion (or as nearly as may be practicable) to their existing holdings, and (b) holders of other equity securities if this is required by the rights of those securities or, if the directors of the Company consider it necessary, as permitted by the rights of those securities, 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
 - (ii) (otherwise than pursuant to sub-paragraph (i) above) having, in the case of relevant shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having an aggregate nominal value not exceeding £381,131 73

and shall expire such time as the general authority conferred on the Directors by Resolution 8 expires save that before such expiry the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and, notwithstanding such expiry, the Directors may allot equity securities pursuant to any such offer or agreement previously made as if the power conferred hereby had not expired. Words and expressions defined in or for the purposes of the Act shall bear the same meaning in this resolution

Willis
Finance Director
Tanja Willis



A49

26/07/2011

126

COMPANIES HOUSE