

THE COMPANIES ACTS 1985 to 2006

**SPECIAL RESOLUTIONS
OF
HARVEY NASH GROUP PLC
COMPANY LIMITED BY SHARES**

THURSDAY



A46 *AW9QWVMI* 07/07/2011 214
COMPANIES HOUSE

At the 2011 annual general meeting of the above-named Company, duly convened and held at the offices of Travers Smith, 10 Snow Hill, London, EC1A 2AL on the 30th day of June 2011, the following **SPECIAL RESOLUTIONS** were duly passed

IT WAS RESOLVED:

1. That, subject to the passing of resolution 13 set out in the Notice convening this Meeting, the Directors be and are empowered in accordance with section 570 Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution as if section 561(1) and sub-sections (1) - (6) of section 562 of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to
 - 1.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority granted under resolution 13 2 by way of a rights issue only) and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory, and
 - 1.2 the allotment (otherwise than pursuant to paragraph 14 1 above) of equity securities up to an aggregate nominal value not exceeding £183,626, and this power, unless renewed, shall expire at the end of the next Annual General Meeting of the Company but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired
2. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 Companies Act 2006 to make market purchases (as defined in section 693 of the said Act) of ordinary shares of 5p each in the capital of the Company ("ordinary shares") provided that
 - 2.1 the maximum number of ordinary shares hereby authorised to be purchased is 7,345,039,
 - 2.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 5p per share, being the nominal amount thereof,

- 2.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 5% above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System SETS,
- 2.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and the date which is 18 months after the date on which this resolution is passed, and
- 2.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract
3. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice



Jonathan Richard Ashcroft
DIRECTOR/COMPANY SECRETARY