

THE COMPANIES ACTS 1985 to 2006

ORDINARY RESOLUTIONS

OF

HARVEY NASH GROUP PLC

COMPANY LIMITED BY SHARES



A24

20/08/2010

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COMPANIES HOUSE

FRIDAY

At the 2010 annual general meeting of the above-named Company, duly convened and held at 10 Snow Hill, London, EC1A 2AL on 24 June 2010, the following **ORDINARY RESOLUTIONS** were duly passed

IT WAS RESOLVED:

1. THAT for the purposes of section 551 Companies Act 2006 (and so that expressions used in this resolution shall bear the same meanings as in the said section 551)
 - 1.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum nominal amount of £1,463,154 to such persons and at such times and on such terms as they think proper during the period expiring at the end of the next Annual General Meeting of the Company (unless previously revoked or varied by the Company in general meeting), and further
 - 1.2 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as maybe) to the respective number of equity securities held by them up to an aggregate nominal amount of £1,224,173 during the period expiring at the end of the next Annual General Meeting of the Company 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,
 - 1.3 the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the Directors may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution,

so that all previous authorities of the Directors pursuant to section 80 of the Companies Act 1985 be and are hereby revoked

2. THAT, where the Company holds shares in treasury in accordance with section 724 Companies Act 2006, the Company be and is hereby authorised to transfer such shares or sell such shares for cash (or any of them) for the purposes of or pursuant to an employees' share scheme provided that this resolution shall be without prejudice to the generality of sections 727 and 729 Companies Act 2006



RICHARD ASHCROFT
DIRECTOR/COMPANY SECRETARY