

No. 3320790

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

**-of-**

**Harvey Nash Group plc**

**(Passed 18 March 2002)**

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At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 10 Snow Hill, London EC1A 2AL on 18 March 2002 at 10.00 am the following resolutions were passed:

**ORDINARY RESOLUTIONS**

1. THAT, subject to and conditional upon the Placing and Open Offer Agreement dated 22 February 2002 between the Company, Hawkpoint Partners Limited and Cazenove & Co. Ltd becoming unconditional, save for any condition contained therein relating to (i) the passing of the resolutions proposed in the notice convening this meeting (the "Notice of EGM") attached to the circular comprising a prospectus dated 22 February 2002 relating to the Company (the "Prospectus"); (ii) the allotment of the New Ordinary Shares; (iii) Admission (each as defined in the Prospectus) and not having lapsed or been terminated in accordance with its terms, the authorised share capital of the Company be and is hereby increased from £2,000,000 to £3,750,000 by the creation of an additional 35,000,000 ordinary shares of 5p each in the capital of the Company.

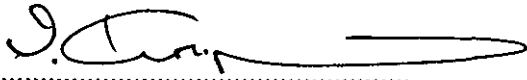


2. THAT, subject to the resolution numbered 1 set out in the Notice of EGM being passed and becoming unconditional in accordance with its terms, the directors of the Company (the "Directors") be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") (in substitution and as a replacement for any existing authority) to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) of the Company up to an aggregate nominal value of £1,040,981.95 during the period commencing on the passing of this resolution and, unless renewed, varied or revoked in general meeting expiring on 17 March 2007 (both dates inclusive) but so that this shall allow the Company to make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

### SPECIAL RESOLUTION

3. THAT, subject to the resolutions numbered 1 and 2 set out in the Notice of EGM being passed and becoming unconditional in accordance with their terms, the Directors be and are empowered in accordance with section 95 of the Act (in substitution and as a replacement for any existing power under that section) to allot equity securities (as defined in section 94 of the Act) of the Company for cash pursuant to the authority conferred on them by resolution numbered 2 above as if sub-section 89(1) of the Act did not apply to such allotment and references in this resolution to the allotment of equity securities shall include references to the grant of a right to subscribe for, or to convert any securities into, relevant shares (as defined in section 94 of the Act), provided that the power conferred by this resolution shall be limited to:
- (a) the allotment of equity securities with an aggregate nominal value of £1,131,609.05 on the terms of the Placing and Open Offer (as defined in the Prospectus);
  - (b) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities 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 numbers 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 in any territory; and
  - (c) the allotment (otherwise than pursuant to paragraphs (a) and (b) above) of equity securities up to an aggregate nominal value not exceeding £132,027.90

and this power, unless renounced, varied or revoked by the Company in general meeting, shall expire on 17 March 2007 but shall extend to the making, before such expiry, of an offer or agreement which would, or which 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 power conferred hereby has not expired.



CHAIRMAN