

Company Number: 3517191

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

RICHOUX GROUP PLC

(the "Company")

Passed 21 October 2010

SATURDAY



A11 *AP8F8OHZ* 466
23/10/2010
COMPANIES HOUSE

At a general meeting of the Company, duly convened and held at 10 a m on 21 October 2010 at 160 Queen Victoria Street, London EC4V 4QQ, the following resolutions were duly passed, as to resolution 1 as an ordinary resolution and as to resolution 2 as a special resolution

ORDINARY RESOLUTION

- 1 THAT the directors of the Company (the "**Directors**") be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to (i) an aggregate maximum nominal amount of £1,000,000 in connection with the Placing (as defined in the circular of the Company dated 5 October 2010, a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purposes of identification only ("**Circular**")) and (ii) otherwise up to an aggregate maximum nominal amount of £884,659 This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company to be held in 2011 save that the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the expiry of such authority and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired The authority granted by this resolution shall replace all existing authorities to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company previously granted to the Directors pursuant to section 551 of the Companies Act 2006

SPECIAL RESOLUTION

- 2 THAT, subject to the passing of the first resolution set out in the General Meeting notice of which this resolution forms part, the Directors be and they are hereby empowered pursuant to sections

570 and 571 of the Companies Act 2006 (in substitution for any existing powers given to the directors of the Company pursuant to sections 570 and 571 of the Companies Act 2006) to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority conferred by the first such resolution as if section 561 of the Companies Act 2006 did not apply to such allotment, provided that this power shall be limited to allotments of equity securities

- (i) in connection with or pursuant to a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders, where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate as nearly as may be to the respective number of ordinary shares held or deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter whatsoever,
- (ii) up to an aggregate maximum nominal amount of £1,000,000 in connection with the Placing (as defined in the Circular), and
- (iii) (otherwise than pursuant to paragraphs (i) and (ii)) up to an aggregate maximum nominal amount of £536,157,

and such power shall expire upon expiry of the general authority conferred by the first resolution set out in the General Meeting notice of which this resolution forms part, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired. The authority granted by this resolution shall replace all existing authorities to allot equity securities for cash as if section 561 of the Companies Act 2006 did not apply previously granted to the Directors


CHAIRMAN