

RESOLUTIONS

of

PARITY GROUP PLC
(the "Company")

(passed on 29 May 2012)

At the Annual General Meeting of the Company duly convened and held at Wimbledon Bridge House, 1 Hartfield Road, Wimbledon, London SW19 3RU at 10 00 a m on 29 May 2012 the following resolutions of the Company were duly passed, as ordinary resolutions (in the case of resolution 1) and as special resolutions (in the case of resolutions 2, 3 and 4), by the members entitled to attend and vote at the meeting

ORDINARY RESOLUTION

- 1 (a) That the Board be and it is hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "**2006 Act**") to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £458,277 provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013, 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 Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired,

and further,

(b) That the Board be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company comprising equity securities (within the meaning of section 560 of the 2006 Act) in connection with a rights issue 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 by them up to an aggregate nominal amount of £458,277 and that the Board may make such arrangements or exclusions as it considers necessary or expedient in respect of fractional entitlements or any legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the Board may allot shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired,

and further,

(c) That the foregoing authorities are, in substitution for the existing such authorities granted at the Annual General Meeting of the Company held in 2011, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities



SPECIAL RESOLUTIONS

- 2 That the Board be and it is hereby empowered pursuant to section 571 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution 9 as if sub-section 561(1) of the 2006 Act did not apply to any such allotment provided that this power shall be limited to the allotment

(a) of equity securities in connection with a rights issue 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 by them provided that the board may make such arrangements or exclusions as it considers necessary or expedient in respect of fractional entitlements or any legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange, and

(b) (otherwise than pursuant to sub-paragraph (a) above), of equity securities up to an aggregate nominal amount of £68,741,

and shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2013, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired

- 3 That the Company be and it is hereby generally and unconditionally authorised for the purpose of section 701 of the 2006 Act to make market purchases (within the meaning of section 693 of the 2006 Act) of any of its ordinary shares of two pence each (the "**ordinary shares**"), provided that

(a) the maximum number of ordinary shares hereby authorised to be purchased is 6,874,157,

(b) the minimum price which may be paid for each ordinary share is two pence, exclusive of the expenses of purchase,

(c) the maximum price which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations of the ordinary shares derived from the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased,

(d) unless previously revoked or varied, the authority conferred by this resolution shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013, and

(e) the Company may before the expiry of this authority conclude a contract to purchase ordinary shares which will or may be executed wholly or partly after such expiry and may make such purchase of ordinary shares pursuant to any such contract as if such authority had not expired

- 4 That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice



DIRECTOR