

Company number 3847921

DSG INTERNATIONAL PLC - Resolutions passed on 18 May 2009

At an Extraordinary General Meeting of DSG international plc (the "Company") held at the offices of J.P. Morgan, 60 Victoria Embankment, London on Monday, 18 May 2009, the following resolutions were duly passed, of which the second was duly passed as a Special Resolution:

Resolution 1 (Ordinary Resolution):


"**THAT**, without prejudice to all existing authorities to the extent unused, the Directors be and are hereby generally and unconditionally authorised, pursuant to and for the purposes of Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £45,936,470 in connection with the allotment of Placing Shares and New Shares (in each case as defined in the prospectus of which this Notice forms part (the "Prospectus")) pursuant to the Placing and Rights Issue (as defined in the Prospectus) for the period ending on the date of the Company's Annual General Meeting in 2009, save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired."

Resolution 2 (Special Resolution):

"**THAT**, subject to the passing of Resolution 1 set out above in this Notice and without prejudice to any existing authority, the Directors be and are hereby given the power pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94 of the Companies Act 1985) the subject of the authority granted by Resolution 1 wholly for cash or otherwise up to an aggregate nominal amount of £45,936,470 as if Section 89(1) of the Companies Act 1985, to the extent applicable, did not apply to such allotment and in particular to make any such allotment subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical problems under the laws of any overseas territory, or the requirements of any recognised regulatory body or any stock exchange in any territory or otherwise howsoever. Such power shall expire at the conclusion of the Company's Annual General Meeting in 2009 save that the Company may, before the expiry of such power, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired."

Resolution 3 (Ordinary Resolution):

"**THAT**, subject to the passing of Resolution 1 set out above in this Notice, the terms of the Placing (as described and defined in the Prospectus), including the issue price of 30 pence per share which is a discount of 20 per cent. to the closing market price of 37.5 pence per share on 29 April 2009 (the last trading day prior to announcement of the Placing) and the right of Placees (as defined in the Prospectus) to participate in the Rights Issue in respect of their Placing Shares in the same manner as Qualifying Shareholders (all such terms as defined in the Prospectus) be and are hereby approved."


Helen Grantham, Company Secretary

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