
ANNUAL GENERAL MEETING RESOLUTIONS

of

GRIFFIN GROUP PLC ("the Company")

At an Annual General Meeting of the Company duly convened and held on 6 April 2006 the following resolutions were duly passed, in the case of Resolution 5 in the Notice of Meeting as an ordinary resolution and in the case of Resolution 6 in the Notice of Meeting as a special resolution:

5. That the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") 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 £671,165 representing 8.43 per cent of the authorised but as yet unissued share capital of the Company at the date hereof, provided that this authority is for a period expiring at the earlier of the conclusion of the next annual general meeting or the date 15 months from the date that this Resolution 5 comes into effect but 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 directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all substituting authorities, to the extent unused.
6. That subject to the passing of the previous resolution the directors be and they are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the act) wholly for cash pursuant to the authority conferred by the previous resolution as if section 89(1) of the act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - (a) In connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
 - (b) Otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £671,165;

and shall expire at the earlier of the conclusion of the next Annual General Meeting or the date 15 months from the date that this Resolution 6 comes into effect 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 directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Chairman
Griffin Group plc
6 April 2006

