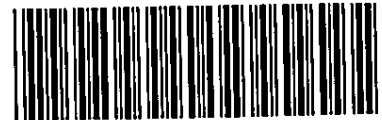


4038659

TEMPERLEY LIMITED
(the "Company")

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PRINT OF RESOLUTIONS

At the **ANNUAL GENERAL MEETING** of the Company held at 6-10 Colville Mews, London W11 2DA on 28 May 2008, at 11a m the following resolutions were put to the members of the Company and duly passed as ordinary and special resolutions

ORDINARY RESOLUTIONS

- 1 To receive, approve and adopt the Company's annual accounts for the financial year ended 30th September 2007, together with the directors' report and the auditors' report on those accounts
- 2 To reappoint Ivan Sopher + Co as auditors to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid and to authorise the directors to fix their remuneration
- 3 THAT the directors of the Company be generally and unconditionally authorised for the purposes of section 80 Companies Act 1985 ("**Act**") to exercise all the powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £5,000,000 - This authority shall expire at the conclusion of the next annual general meeting of the Company, but the Company may make an offer or agreement before this authority expires which would or might require relevant securities (as so defined) to be allotted after it has expired and the directors of the Company may allot relevant securities under any such offer or agreement notwithstanding that this authority has expired and further that all previous authorities to allot relevant securities shall be revoked

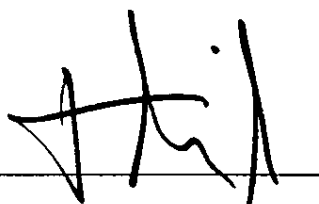
SPECIAL RESOLUTIONS

- 4 THAT subject to the passing of Resolution 3, the directors of the Company be given power pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority granted to the directors of the Company by Resolution 3 as if section 89(1) of the Act did not apply to the allotment, such power to be limited to
- 4 1 the allotment of equity securities (as so defined) in connection with an offer or issue of such securities to holders of ordinary shares of in the capital of the Company ("**Ordinary Shares**") on the register on a date fixed by the directors, whether by way of rights issue, open offer or otherwise, in proportion (as nearly as practicable) to their respective

holdings on that date or in accordance with the rights attached to them but subject to such exclusions and other arrangements as the directors may consider appropriate 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

- 4.2 the allotment (other than pursuant to 4.1 above) of Ordinary Shares up to a maximum of 745 Ordinary Shares being equal to 5 per cent of the issued ordinary share capital of the Company as at the date of this document,

and this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution (unless and to the extent previously revoked, varied or renewed by the Company in general meeting), provided that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities (as so defined) to be allotted after this power expires and the directors of the Company may allot equity securities (as so defined) in pursuance of such an offer or agreement as if this power had not expired

A handwritten signature in black ink, appearing to be 'Hil', written over a horizontal line.

Chairman