

Company Number. 4058708

THE COMPANIES ACT 1985 AND 1989
A PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS PASSED AT AN
ANNUAL GENERAL MEETING OF
HUMBERTS GROUP PLC

*At an Annual General Meeting of the Company duly convened and held at the offices of
Fasken Martineau Stringer Saul LLP at 17 Hanover Square, London, W1S 1HU
on 25 April 2008 at 09 00 am the following
Ordinary and Special Resolutions were passed, namely*

Increase in authorised share capital

- 7 That the authorised share capital of the Company be increased beyond its registered capital of £6,060,000 to £7,500,000 by the creation of 28,800,000 ordinary shares of 5p each ranking pari passu in all respects with the existing ordinary shares of 5p each in the capital of the Company

Allotment of shares

- 8 That the Directors be and they are hereby generally and unconditionally authorised in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot relevant securities pursuant to an offer or agreement made by the Company before the date this resolution is passed) to exercise all of the powers of the Company to allot relevant securities pursuant to section 80 of the Companies Act 1985 (the "Act") up to an aggregate nominal amount of £4,390,269 10 provided that this authority shall expire on the earlier of the conclusion of the next following Annual General Meeting of the Company or 31 March 2009 unless and to the extent that such authority is renewed or extended prior to such date so that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority shall be in substitution for any other authority to allot relevant securities but is without prejudice to the continuing authority of the Directors to allot relevant securities in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made



Disapplication of pre-emption rights

9 That subject to Resolution 8 above being passed, the Directors be and they are hereby empowered pursuant to section 95 of the Act in substitution for all such powers previously given (but without prejudice to the continuing power of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the date this resolution is passed) to allot equity securities (within the meaning of section 94 of the Act), as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to -

- (i) the allotment of equity securities on a pro rata basis in favour of shareholders where the equity securities respectively attributable to the interests of all shareholders are proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them, but subject to such exclusions and other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas holders, fractional entitlements or otherwise,
- (ii) the allotment of equity securities in connection with the grant (and subsequent exercise) of options already granted and to be granted to various parties (including Directors) over an aggregate of 7,000,000 Ordinary Shares,
- (iii) the allotment of equity securities up to a maximum aggregate nominal amount of £16,666 65 in connection with the exercise of an option granted by the Company to Simon Wharmby on 2 November 2005,
- (iv) the allotment of equity securities up to a maximum aggregate nominal amount of £50,000 in connection with the exercise of up to 1,000,000 warrants to subscribe for ordinary shares already issued or to be issued by the Company,
- (v) the allotment (other than pursuant to sub-paragraphs (i) to (iv) above) of equity securities having in the case of relevant shares (as defined for the purposes of section 89 of the Act) a nominal amount or, in the case of other equity securities, giving the right to subscribe for or to convert into relevant shares having a nominal amount not exceeding £310,973 10 (representing 10% of the issued share capital of the Company as at the date of this notice) in aggregate,

provided that this power shall be and such power shall expire on the earlier of the conclusion of the following Annual General Meeting of the Company or 31 March 2009 unless and to the extent that such authority is renewed or extended prior to such date so that the Company may before such expiry make an offer or agreement which would or might require the Directors to allot equity securities in pursuance of such an offer as if the authority conferred hereby had not expired

Amendment of Articles of Association

- 10 That the Articles of Association contained in a document produced to the meeting and signed by the chairman for the purposes of identification be approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association, with effect from the conclusion of the 2008 annual general meeting of the Company

A handwritten signature in black ink, appearing to read "Nigel Gordon", is written over a horizontal dotted line.

Director/Secretary