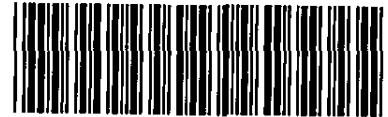


## ANNUAL GENERAL MEETING RESOLUTIONS

of

**YCO GROUP PLC**  
**(the "Company")**

WEDNESDAY



A40 \*A9B48LA1\* 262  
30/06/2010  
COMPANIES HOUSE

At an Annual General Meeting of the Company duly convened and held on Tuesday 29<sup>th</sup> June 2010 at 2 p m the following special business resolutions were duly passed

### Special Business

- 3 That, in accordance with section 551 of the Companies Act 2006 (the "2006 Act") the Directors of the Company be and are generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution)
- 3 1 up to a maximum nominal amount of £1,700 (in pursuance of the exercise of outstanding warrants granted by the Company prior to the date hereof but for no other purpose),
- 3 2 up to a maximum nominal amount of £10,000 (in pursuance of the exercise of outstanding options granted by the Company prior to the date hereof but for no other purpose),
- 3 3 up to a maximum nominal amount of £170,000 (in pursuance of the settlement of deferred consideration (if any) payable by the Company under the terms of the BAY sale and purchase agreement dated 24 May 2007 but for no other purpose),
- 3 4 up to a maximum nominal amount of £8,750 (in pursuance of the exercise of employee options to be granted by the Company after the date hereof but for no other purpose),
- 3 5 up to an aggregate nominal amount of £56,200 (in addition to the authorities conferred in sub-paragraphs 3 1, 3 2, 3 3 and 3 4 above) representing approximately one third of the Company's current issued share capital,

provided that these authorities, unless duly renewed, varied or revoked by the Company, will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, 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 an offer or agreement notwithstanding that the authority conferred by this resolution has expired

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot relevant securities under section 80 of the Companies Act 1985 but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities

- 4 That, subject to the passing of Resolution 3, the Directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, pursuant to the authority

conferred by Resolution 3, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to

- 4 1 the allotment of equity securities in connection with an offer by way of a rights issue
  - 4 1 1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, and
  - 4 1 2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,
- but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any applicable regulatory body or stock exchange,
- 4 2 the allotment (otherwise than pursuant to sub-paragraph 4 1 above) of equity securities on the exercise of outstanding warrants granted by the Company prior to the date hereof,
- 4 3 the allotment (otherwise than pursuant to sub-paragraphs 4 1 and 4 2 above) of equity securities on the exercise of outstanding options granted by the Company prior to the date hereof,
- 4 4 the allotment (otherwise than pursuant to sub-paragraphs 4 1, 4 2 and 4 3 above) of equity securities for the settlement of deferred consideration (if any) payable by the Company under the terms of the BAY sale and purchase agreement dated 24 May 2007 but for no other purpose,
- 4 5 the allotment (otherwise than pursuant to sub-paragraphs 4 1, 4 2, 4 3 and 4 4 above) of equity securities on the exercise of employee options to be granted by the Company after the date hereof,
- 4 6 the allotment (otherwise than pursuant to sub-paragraphs 4 1, 4 2, 4 3, 4 4 and 4 5 above) of equity securities up to an aggregate nominal amount of £28,100 representing approximately 15 per cent of the Company's current issued share capital,

provided that the power granted by this resolution will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry, 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 an offer or agreement notwithstanding that the authority conferred by this resolution has expired

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 89(1) of the Companies Act 1985 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities



Chairman

YCO Group plc

29<sup>th</sup> June 2010