

Company No: 05044510

RESOLUTIONS

of

BROKER NETWORK HOLDINGS PLC

(the Company)

TUESDAY




A31 "AUPH2WDL" 288
15/01/2008
COMPANIES HOUSE

At the Annual General Meeting of the Company, duly convened and held on 17 October 2007, the following resolutions were duly passed, as an Ordinary Resolution in the case of Resolution 1 below, and as a Special Resolution in the case of Resolution 2 below

- 1 THAT the Directors be and they are generally and unconditionally authorised for the purposes of and pursuant to section 80(1) of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £102,695, such authority expiring at the conclusion of the next annual general meeting of the Company or, if earlier, fifteen months following the passing of this resolution unless previously revoked or varied by the Company in general meeting, save that the directors 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 pursuant to any such offer or agreement as of the authority conferred hereby had not expired
- 2 THAT subject to and conditional on the passing of the Resolution set out above, the Directors be and they are empowered, pursuant to Section 95 of the Act, to allot equity securities (as defined in Section 94 of the Act) wholly for cash pursuant to the authority conferred by Resolution 1 above (as varied from time to time by the Company in general meeting) as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to
 - 2 1 the allotment of equity securities in connection with a rights issue or other pro rata offer in favour of holders of ordinary shares in the capital of the Company where the equity securities respectively attributable to the interests of all the ordinary

shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject in each case to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of any regulatory body or otherwise, and

- 2.2 the allotment (otherwise pursuant to sub-paragraph 2.1 above) of equity securities up to an aggregate nominal amount of £15,404, and shall expire on the expiry of the authority contained in Resolution 1 set out above, except 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 such offer or agreement as if the power conferred by this Resolution had not expired



For and on behalf of Broker Network Holdings plc

Director, duly authorised