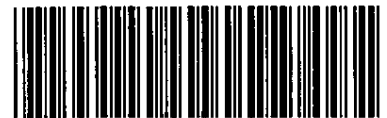


5175576

WIN plc  
("Company")

**ANNUAL GENERAL MEETING**

FRIDAY



A42 \*AXINLOC9\* 06/06/2008 197  
COMPANIES HOUSE

Print of the resolutions passed at the **ANNUAL GENERAL MEETING** of the Company held at 1 Cliveden Office Village, Lancaster Road, Cressex Business Park, High Wycombe, Buckinghamshire HP12 3YZ on 4<sup>th</sup> June 2008 at 2 p m

The following resolutions were duly passed as ordinary or special resolutions of the Company (as identified below) at the Annual General Meeting referred to above

**ORDINARY RESOLUTIONS**

Ordinary Business

- 1 *THAT the company's Annual Accounts for the financial year ended 31 December 2007 together with the last Directors' Report, and the Auditors' Report on those accounts be received*
- 2 *THAT the Directors' Remuneration Report for the financial year ended 31 December 2007, together with the Auditor's report thereon, be received and approved*
- 3 *THAT a final dividend for the financial year ended 31 December 2007 of 1 2 pence per ordinary share of 10p each payable on 9 June 2008 to those shareholders on the register at the close of business on 16 May 2008 (the "Record Date") be declared*
- 4 *THAT Richard William Joyce be re-elected as a director of the Company*
- 5 *THAT John Rands be re-elected as director of the Company*
- 6 *THAT KPMG Audit PLC be reappointed as Auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company*
- 7 *THAT the directors be authorised to set the remuneration of the Auditors*

Special Resolutions

- 8 *THAT the board be and it is hereby generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £302,443 65 provided that this authority is for a period expiring at the Company's next Annual General Meeting 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 board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired*

9 THAT subject to the passing of the previous resolution the board be and it is hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment provided that this power shall be limited

(i) to the allotment of equity securities in connection with a rights issue in favour of Ordinary shareholders where the equity securities respectively attributable to the interests of all Ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary shares held by them and,

(ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £50,407 27

and shall expire on the date of the next annual general meeting of the company after the passing of this resolution 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 board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired

10 THAT the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 163(3) of the Act) of ordinary shares of £0 10 each and to hold such shares as treasury shares, provided that

(i) the maximum number of shares to be repurchased shall be 1,008,145

(ii) the minimum price (exclusive of expenses) which may be paid for a share shall be £0 10,

(iii) the maximum price (exclusive of expenses) which may be paid for a share shall be an amount equal to 105% of the average market values of the shares (as derived from the Alternative Investment Market of the London Stock Exchange) for the five business days immediately preceding the date on which the share is purchased,

(iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 3 September 2009, and

(v) the Company may make a contract to purchase shares under the authority hereby conferred prior to the expiry of such authority and may make a purchase of shares pursuant to any such contract notwithstanding such expiry

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Company Secretary