

Company Number: 5188117

THE COMPANIES ACT 1985

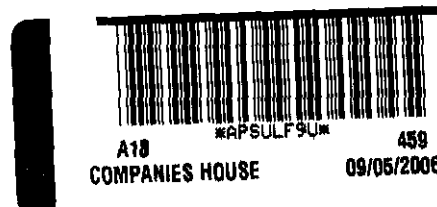
PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

H&T Group plc

Passed the 2 May 2006



At a Meeting of the "C" Ordinary shareholders of the above-named Company duly convened and held at Eversheds LLP, Senator House, Queen Victoria Street, London, EC4V 4JL on 2 May 2006 at 4.15 pm the following Special Resolution was duly passed as specified below:-

SPECIAL RESOLUTION

THAT conditional upon admission of the share capital of the Company to trading on AIM, a market of the London Stock Exchange plc becoming effective ("**Admission**") on 8 May 2006 or such later date as the Company and Hawkpoint Partners Limited and Numis Securities Limited may agree being not later than 22 May 2006):

1. each of the existing 830,000 issued A ordinary shares of £1 each, 110,000 issued B ordinary shares of £1 each, 60,000 issued C ordinary shares of £1 each and the 41,667 unissued D ordinary shares of £1 each are consolidated into 1,041,667 ordinary shares of £1 each and that each and every one of the 1,041,667 resulting ordinary shares of £1 each are sub-divided into 20,833,340 ordinary shares of 5 pence each having the rights, privileges and restrictions set out in the Articles of Association of the Company as proposed to be adopted pursuant to paragraph 5 below;
2. the authorised share capital of the Company is increased from £1,041,667 to £2,098,500 by the creation of 21,136,660 new ordinary shares of 5 pence each having the rights, privileges and restrictions set out in the Articles of Association

of the Company as proposed to be adopted by the resolution numbered 5 in the notice convening this meeting;

3. pursuant to the provisions of section 80 of the Companies Act 1985 (the "**Act**"), the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such section for the purposes of:-

(i) the proposed offering of 10,573,469 new ordinary shares of 5 pence each to institutional investors (the "**Placing**");

(ii) the allotment of relevant securities generally

provided that:-

(a) the maximum amount of securities which may be allotted under this authority (within the meaning of that section) be £524,215; and

(b) this authority shall, unless it is (prior to its expiry) duly revoked or varied or it is renewed, expire at the conclusion of the annual general meeting of the Company to be held in 2007 save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry;

4. the Directors be empowered pursuant to Section 95 of the Act, such power to expire at the conclusion of the annual general meeting of the Company to be held in 2007, to allot or make offers or agreements to allot equity securities (within the meaning of Section 94(2) of the Act) wholly for cash pursuant to the general authority conferred by paragraph 3 above as if Section 89 (1) of the Act did not apply to any such allotment provided that such power is limited to:

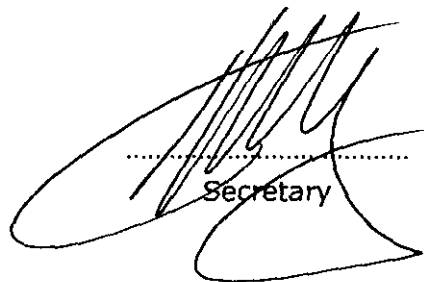
(i) the allotment of new ordinary shares of 5 pence each required to be issued pursuant to the Placing;

(iii) the allotment after Admission of equity securities in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory;

(iii) the allotment after Admission (otherwise than pursuant to paragraphs (i) and (ii) above) up to an aggregate nominal amount of £78,714, or if less, the

amount equal to 5% of the issued share capital of the Company immediately following Admission;

5. the regulations contained in the document produced to this meeting and for the purpose of identification marked "New Articles" signed by the chairman of the meeting are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.



Secretary