

**Company No: 5188117**

**THE COMPANIES ACT 1985 & 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**of**

**H&T GROUP PLC**

**PASSED 11 JUNE 2007**

WEDNESDAY



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COMPANIES HOUSE

At the Extraordinary General Meeting of the above-named Company duly convened and held at the London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT on 11 June 2007 the following Resolutions were duly passed, as to resolution 1 as an Ordinary Resolution and as to resolution 2 as a Special Resolution:

**ORDINARY RESOLUTION**

1. THAT, subject to and in accordance with article 16 of the Company's Articles of Association, the Directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985, as amended (the "Act") (in substitution to any existing authority to allot relevant securities) to exercise all powers of the Company to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount of £524,214 70 (including in connection with the placing of 3,600,000 ordinary shares of 5p each, further details of which are set out in the document sent to shareholders on 16 May 2007) provided that such authority shall expire on the conclusion of the Annual General Meeting if the Company held in 2008 or on 11 September 2008, whichever is the earlier, but so that 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 Directors may allot relevant securities in pursuance of such offer or agreement, as if the authority conferred by this resolution had not expired.

**SPECIAL RESOLUTION**

2. THAT, subject to and in accordance with article 17 of the Company's Articles of Association, the Directors be empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority given by the said Resolution 1 as if section 89(1) of the Act did not apply to such allotments, provided that this power shall be limited to the allotment of equity securities:

- 2.1 for the purposes of the placing of 3,600,000 ordinary shares of 5p each, further details of which are set out in the document sent to shareholders of the Company on 16 May 2007,
- 2.2 in connection with of the subject of an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other person 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 of any stock exchange in any territory; and
- 2.3 (otherwise than pursuant to sub-paragraphs (i) and (ii) above) up to an aggregate nominal amount of £87,714.25,

and such power shall expire on the conclusion of the annual general meeting of the Company held in 2008 or on 11 September 2008, whichever is the earlier, but so 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.



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**Chairman of the meeting**