

Company No: 5188117

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

H&T GROUP PLC

PASSED 13 MAY 2009

THURSDAY



At the Annual General Meeting of the above-named Company duly convened and held at the offices of Numis Securities Ltd, 10 Paternoster Square, London EC4M 7LT on 13 May 2009 the following Resolutions were duly passed, as to resolution 1 to 8 as Ordinary Resolutions and as to resolutions 9 and 10 as Special Resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the financial statements for the year ended 31 December 2008, together with the Reports of the Directors and of the Auditors thereon.
2. To re-appoint Deloitte LLP as auditors to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company, and to authorise the Directors to determine their remuneration.
3. To declare a final dividend for the year ended 31 December 2008 of 4.5 pence per ordinary share, to be paid on 3 June 2009 to members whose names appear on the register of members at the close of business on 8 May 2009.
4. To re-elect Andrew Jonathan Brown as a Director, who retires by rotation, in accordance with Article 112 of the Company's Articles of Association.
5. To re-elect Peter Denis McNamara as a Director, who retires by rotation, in accordance with Article 112 of the Company's Articles of Association.
6. To re-appoint Alex Miles Maby as a Director.
7. To re-appoint Malcolm Leonard Berryman as a Director..
8. THAT, subject to and in accordance with Article 16 of the Articles of Association of the Company, the Directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to a maximum nominal amount equivalent to the nominal amount of the authorised but unissued share capital of the Company at the date of the Annual General Meeting provided that such authority shall expire

on the conclusion of the Annual General Meeting of the Company held in 2010, or on 12 August 2010, 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 RESOLUTIONS

9. THAT, subject to the passing of resolution 8 as set out in the notice of this meeting and in accordance with Article 17 of the Articles of Association of the Company, the Directors be empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94 of the Companies Act 1985) for cash pursuant to the general authority conferred by resolution 8 as set out in the notice of this meeting as if section 89(1) of the Companies Act 1985 did not apply to such allotment, provided that this power shall be limited to allotments of equity securities:

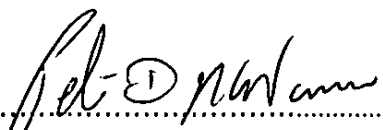
- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other 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;
- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount which is equivalent to five per cent. of the issued share capital of the Company at the date of the Annual General Meeting,

and such power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2010 or on 12 August 2010, whichever is 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.

10. THAT the Company be generally and unconditionally authorised, pursuant to Article 9 of the Articles of Association of the Company, for the purposes of section 166 of the Companies Act 1985, to make market purchases (as defined in section 163 of the Companies Act 1985) of up to such number of ordinary shares of 5 pence each in the capital of the Company as is equivalent to ten per cent. of the issued ordinary share capital of the Company at the date of the

Annual General Meeting on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (i) the amount paid for each share (exclusive of expenses) shall not be less than 5 pence per share;
- (ii) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (a) five per cent. above the average of the middle market quotation for ordinary shares as derived from the Daily Official List of London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made and (b) 208.5 pence (being the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange Trading system on 3 April 2009 being the last practicable day prior to publication of this notice); and
- (iii) the authority herein contained shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010 or on 12 August 2010, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred hereby had not expired.


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Chairman