

Company number 05188117

THE COMPANIES ACTS 1985 TO 2006
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS

of

H&T GROUP PLC
(the "Company")

Passed on 21 April 2011

At a general meeting duly convened and held at the offices of Numis Securities Limited at 10 Paternoster Square, London EC4 7LT on 21 April 2011 the following resolutions were duly passed as ordinary and special resolutions of the Company:

ORDINARY RESOLUTION

- 1 THAT the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**Act**") to allot
 - (a) shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £593,863, such authority to expire at the conclusion of the next annual general meeting of the Company but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted, or require such rights to be granted, after such expiry and the directors may allot shares or grant rights pursuant to such an offer or agreement as if this authority had not expired, and in addition
 - (b) equity securities of the Company (within the meaning of section 560 of the Act) in connection with an offer of such securities by way of a rights issue up to an aggregate nominal amount of £593,863, such authority to expire at the conclusion of the next annual general meeting of the Company 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 pursuant to such an offer or agreement as if this authority had not expired.

"Rights issue" means an offer of equity securities to holders of ordinary shares in the capital of the Company on the register on a record date fixed by the directors in proportion as nearly as may be to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements or legal or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.



SPECIAL RESOLUTIONS

- 2 THAT subject to and conditional on the passing of resolution number 1, the directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution number 7 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
- (a) in connection with an offer of such securities by way of a rights issue (as defined in resolution number 1), and
 - (b) otherwise than pursuant to paragraph 2(a) above up to an aggregate nominal amount of £178,159,

and shall expire at the conclusion of the next annual general meeting of the Company, 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 directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired

This power applies in relation to a sale of treasury shares as if all references in this resolution to an allotment included any such sale and in the first paragraph of the resolution the words "pursuant to the authority conferred by resolution number 2" were omitted in relation to such a sale

- 3 THAT the Company be generally and unconditionally authorised, pursuant to Article 8 of the articles of association of the Company, to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5 pence each in the capital of the Company ("**Ordinary Shares**") on such terms as the directors think fit, and where such shares are held as treasury shares, the Company may use them for the purposes set out in Section 727 of the Act, including for the purpose of its employee share schemes, provided that
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 3,563,182;
 - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 5 pence,
 - (c) the maximum price, exclusive of any expenses, which may be paid for each Ordinary Share is an amount equal to the higher of: (a) 105 per cent of the average of the middle market quotations for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the Ordinary Share is purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003, and
 - (d) the authority hereby conferred shall, unless previously revoked or varied, expire at the conclusion of the next annual general meeting of the Company, (except in relation to the purchase of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).



Duly authorised officer of
H&T Group plc