

Company number: 05345684

THE COMPANIES ACT 1985
BRULINES (HOLDINGS) PLC
("the Company")

At the annual general meeting of the Company held at 10.00am on Tuesday 24 July 2007, duly convened by a notice of annual general meeting dated 22 June 2007, the following resolutions were duly passed:

1. Ordinary Resolution

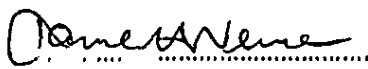
That the directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot grant options over, offer or otherwise deal with or dispose of any or all relevant securities (as defined in the Section 80 of the Act) of the Company up to an aggregate nominal amount of £723,482 representing approximately 30 per cent of the issued share capital of the Company at 31 May 2007 provided that the authority hereby given shall expire at the conclusion of the next Annual General Meeting of the Company, or if earlier, on the date falling 15 months from the date of this resolution, save 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 notwithstanding that the authority conferred by this resolution has expired. This resolution is in substitution for all subsisting authorities, to the extent unused.

2. Special Resolution

That the directors be and they are hereby 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 conferred by the previous resolution as if sub-section (1) of Section 89 of the 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 the holders of ordinary shares of 10p each in the capital of the Company ("Ordinary Shares") where the equity securities respectively attributable to the interests of all holders of Ordinary Shares 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 £120,580 representing approximately 5 per cent of the issued share capital of the Company

and shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on the date falling 15 months from the date of this resolution, save that the directors 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 notwithstanding that the authority conferred by the resolution has expired. This resolution is in substitution for all subsisting authorities, to the extent unused.


Chairman

Dated: 14-08-2007

SATURDAY



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18/08/2007

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COMPANIES HOUSE