

Company number 05345684

BRULINES GROUP plc
("the Company")

WEDNESDAY



At an annual general meeting of the Company duly convened and held at the offices of Grant Thornton UK LLP, No 1 Whitehall Riverside, Whitehall Road, Leeds, LS1 4BN on 12 July 2011 at 9 00 a m , the following resolutions were duly passed as ordinary and special resolutions

ORDINARY RESOLUTIONS

- 6 That the directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "**Act**"), in substitution for all existing authorities to the extent unused, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £933,471, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting or, if earlier, on 12 July 2012 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights in pursuance of such offer or agreement as if the authority conferred by this resolution has expired
- 7 That the directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 6 or by way of a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities
 - (i) in connection with a rights issue, open offer of securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but in each case subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange, and
 - (ii) (otherwise than pursuant to paragraph (i) of this resolution 7) to any person or persons up to an aggregate nominal amount of £282,482,

and shall expire at the conclusion of the next annual general meeting or, if earlier, on 12 July 2012 (unless renewed, varied or revoked by the Company prior to or on such date) 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 notwithstanding that the power conferred by this resolution has expired

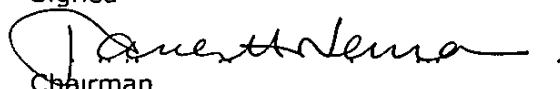
SPECIAL RESOLUTIONS

- 8 That the Company be generally and unconditionally authorised for the purposes of section 166 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares provided that:
- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 2,803,216 representing 10% of the Company's issued ordinary share capital at the date of this notice,
 - (b) the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 10 pence,
 - (c) the maximum price, exclusive of any expenses, which may be paid for any such share is an amount equal to 105% of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange AIM All-Share List for the five business days immediately preceding the date on which such share is contracted to be purchased,
 - (d) the authority hereby conferred shall expire on the earlier of 12 July 2012 or the close of the next annual general meeting of the Company, and
 - (e) the Company may make a contract for the purchase of ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares in pursuance of such a contract as if such authority had not expired.
- 9 That the articles of association of the Company be amended by adding a new article to be numbered 157 as follows

"NAME CHANGE

A meeting of the Board at which a quorum is present may resolve to change the name of the Company "

Signed



Chairman