

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS OF

LONDON CAPITAL GROUP HOLDINGS PLC
(the "Company")

The following resolutions were passed at a General Meeting of the Company held on Thursday 7 April 2011
at Allen & Overy LLP, One Bishops Square, London, E1 6AD

Ordinary resolution

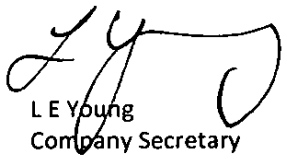
- 1 That, subject to the passing of Resolution 2 below and in substitution for all subsisting authorities to the extent unused, the directors of the Company (the "Directors") be and they are hereby generally and unconditionally authorised in accordance with section 551 Companies Act 2006 ("CA 2006") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £1,333,333 30 being the maximum aggregate nominal amount of the Placing Shares (as such term is defined in the Company's circular to shareholders dated 22 March 2011 (the "Circular")) in connection with the Placing (as defined in the Circular)

The authority conferred on the Directors under this Resolution 1 shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution 1 or 30 June 2011, whichever is the earlier, 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 subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

Special resolution

- 2 That, subject to the passing of Resolution 1 above and in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby empowered pursuant to section 570 and section 573 CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by Resolution 1, as if section 561 CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities of up to an aggregate nominal value of £1,333,333 30, being the maximum aggregate nominal amount of the Placing Shares in connection with the Placing as described in the Circular

The power conferred on the Directors under this Resolution 2 shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution 2 or 30 June 2011, whichever is the earlier, 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 such offer or agreement as if the power conferred hereby had not expired


L E Young
Company Secretary

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