

HILTON VENTURES PLC
(‘the Company’)

HELD ON TUESDAY 25 AUGUST 2009

Present: **GRAHAM ALCOCK** **(in the Chair)**
 JOHNNY COHEN

Shareholders: **ANDREW LAZARE**
 NLX LIMITED
 DANNY BERSON.

At an Annual General Meeting of the Company held on the 25 August 2009 the following Resolutions were passed.

1. Accounts

✓ **THAT:** the audited accounts for the Company for the year ended 31 December 2008 be received and adopted.

2. Director Appointment

✓ **THAT:** Mr Graham Alcock be re-elected as Director of the Company.

3. Director Appointment

✓ **THAT:** Mr Jonathan Cohen be re-elected as Director of the Company.

4. Auditors

✓ **THAT:** Messrs Lopian Gross Barnett & Co., be re-appointed as Auditors of the Company.

5. Increase in Authorised Share Capital

9 **THAT:** subject to passing Resolutions 6 and 7 the authorised shares capital of the Company be increased from £1,125,000 to £3,000,000 by the creation of 2,500,000 ordinary shares of 0.075p each

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6. General Authority to Directors to Issue Securities

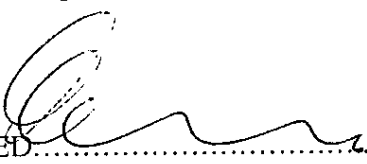
THAT: subject to the passing of Resolutions 5 and 7 the Directors be generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to allot relevant securities up to a maximum nominal amount of £3,000,000.

Special Resolution

7. Disapplication of Pre-emption Rights

THAT: subject to the passing of Resolutions 5 and 6 in substitution for all existing and unexercised authorities, the Directors of the Company be empowered pursuant to Section 95 of the Act to allot equity securities (as deferred in Section 94 of the Act) pursuant to the authority conferred on them by Resolution 6 above as if section 89 (1) of the Act did not apply to any such allotment provided that this power shall expire 3 years from the date of the passing of this resolution save that the Company may before the expiry of such period make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the Directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

There being no further business the meeting was terminated.

SIGNED 

GRAHAM ALCOCK

DATED 25/8/09