

# Notice of increase in nominal capital

123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

For official use

SC149799

Name of company

\* TERRACE HILL GROUP PLC

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 30 MARCH 2007 the nominal capital of the company has been  
increased by £ 5,000,000 beyond the registered capital of £ 5,860,000

§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached §

The conditions (eg voting rights, dividend rights, winding up rights etc) subject to which the new  
shares have been or are to be issued are as follow

THE AUTHORISED SHARE CAPITAL OF THE COMPANY HAS BEEN  
INCREASED BY £5,000,000 BY THE CREATION OF AN ADDITIONAL  
250,000,000 ORDINARY SHARES OF 2P EACH RANKING PARI PASSU  
IN ALL RESPECTS WITH THE EXISTING ORDINARY SHARE CAPITAL

‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Please tick here if  
continued overleaf

Signed

*M Kelly*

Designation‡

COMPANY SECRETARY

Date

30 MARCH 2007

Presenter's name address and  
reference (if any)

M KELLY  
TERRACE HILL GROUP PLC  
JAMES SELWAS HOUSE  
144 WEST GEORGE ST  
GLASGOW G2 2HG

For official Use  
Mortgage Section

FRIDAY



SCT 20/04/2007 111  
COMPANIES HOUSE  
SCT 12/04/2007 1589  
COMPANIES HOUSE

## **Companies Act 1985 and 1989**

### **Resolutions of Terrace Hill Group PLC**

#### **Company Number SC149799**

At an Extraordinary General Meeting of Terrace Hill Group PLC duly convened and held at 144 West George Street, Glasgow, G2 2HG on Friday, 30 March 2007 immediately following the conclusion of business at the Annual General Meeting held on the same day at 12 noon the following resolutions were passed of which Resolution 1 was passed as an Ordinary Resolution and Resolution 2 was passed as a Special Resolution


#### **ORDINARY RESOLUTION 1**

THAT the authorised share capital of the Company be increased from £5,860,000 to £10,860,000 by the creation of 250,000,000 new ordinary shares of 2p each ranking *pari passu* in all respects with the existing ordinary share capital

#### **SPECIAL RESOLUTION 2**

THAT, subject to and in accordance with Article 14 of the Company's Articles of Association, the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 (3) of the Companies Act 1985) of ordinary shares of 2p each in the capital of the Company ("Ordinary Shares") provided that

- i) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased shall be 18,721,882,
- ii) the minimum price which may be paid for each Ordinary Share is the nominal value of an Ordinary Share (this being 2p per share),
- iii) the maximum price which may be paid for each Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share, as derived from the AIM appendix to the Daily Official List published by the London Stock Exchange plc for the ten business days before the purchase is made, and
- iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company (except in relation to the purchase of Ordinary Shares in respect of which a contract was concluded before such date and executed wholly or partly after such date), unless such authority is renewed prior to such time

  
Chairman