

Company number SC149799

THE COMPANIES ACTS 1985 TO 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

**Terrace Hill Group plc
(the "Company")**

Passed on 1 March 2012

FRIDAY



A19 *A15B27GY* #267
23/03/2012
COMPANIES HOUSE

At a general meeting duly convened and held at 1 Portland Place, London W1B 1PN on 1 March 2012 the following resolutions were duly passed of which Resolution 1 was passed as an ordinary resolution and Resolutions 2 and 3 were passed as special resolutions of the Company:

ORDINARY RESOLUTION

1

- (i) THAT the board be and it is hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 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 £1,413,141 provided that this authority shall expire on the date of the next Annual General Meeting 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 convert securities into shares to be granted after such expiry and the board may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired, and further,
- (ii) THAT the board be and it is hereby generally and unconditionally authorised to exercise all powers of the company to allot equity securities (within the meaning of section 560 of the said Act) in connection with an offer of such securities by way of a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £1,413,141 provided that this authority shall expire on the date of the next Annual General Meeting of the company after the passing of this resolution 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 board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
- 10

SPECIAL RESOLUTIONS

- 2 THAT subject to and conditional on the passing of the previous resolution the board be and it is hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section (1) of section 561 of the said 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 ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them;
- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £423,942 and the authority in resolutions 2(i) and 2(ii) shall expire on the date of the next Annual General Meeting of the company after the passing of this resolution save that the company may before expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

This power applies in relation to a sale of treasury shares as if all references in this resolution to an allotment included any such sale and in the first paragraph of the resolution the words 'pursuant to the authority conferred by the previous resolution' were omitted in relation to such sale.

- 3 THAT subject to and in accordance with the company's Articles of Association, the company is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the said Act) of ordinary shares of 2 pence each in the capital of the company ("ordinary shares") on such terms as the directors think fit, and where such shares are held as treasury shares, the company may use them for the purposes set out in section 727 of the Companies Act 2006, including for the purposes of its employee share schemes, provided that:

- (i) the maximum aggregate number of ordinary shares hereby authorised to be purchased shall be 21,197,129;
- (ii) the minimum price (excluding expenses) which may be paid for each ordinary share is the nominal value of an ordinary share (this being 2 pence per share);
- (iii) the maximum price (excluding expenses) which may be paid for each ordinary share shall be 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 London Stock Exchange plc for the five business days before the purchase is made or the price of the last independent trade or the current non-connected party bid on the trading platform where the purchase is carried out; 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.



.....
Duly authorised officer of
Terrace Hill Group plc