

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

COPY RESOLUTIONS

of

TOWN CENTRE SECURITIES PLC

("Company")

PASSED ON 21 NOVEMBER 2007

At the annual general meeting of the Company duly convened and held on 21 November 2007 at The Marjorie & Arnold Ziff Community Centre, 311 Stonegate Road, Leeds LS17 6AZ, the following resolutions were duly passed as special resolutions

SPECIAL RESOLUTIONS

- 1 That the Directors be and are hereby authorised in accordance with section 95 of the Companies Act 1985 (Act) in substitution for all existing authorities under that section to exercise all the powers of the Company to allot for cash equity securities (as defined in section 94(2) of the Act) pursuant to the authority conferred on them to allot relevant securities (as defined by section 80 of the Act) pursuant to resolution 9 passed on 14 December 2004, as if section 89(1) of the Act did not apply to any such allotment, provided that this authority shall be limited
 - (i) to the allotment of equity securities in connection with an offer of securities, open for acceptance for a period fixed by the Directors, by way of rights, open offer or otherwise to holders of ordinary shares and such other equity securities as the Directors may determine on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached to them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or any stock exchange in any territory or otherwise howsoever), and
 - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £602,000,

and shall expire at the conclusion 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 Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired

- 2 That pursuant to section 166 of the Act, the Company be generally and unconditionally authorised, in substitution for the authority conferred on it by resolution 9 passed on 22



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November 2006 but without prejudice to any and all purchases made pursuant to such authority, to make market purchases (within the meaning of section 163(3) of the Act) and to cancel up to 7,177,000 ordinary shares of 25p (shares) each at a price of not more than 5% above the average of the middle-market quotations for such ordinary shares as derived from the Daily Official List of the London Stock Exchange plc for the five business days prior to making the purchases and not less than 25p per share (in each case exclusive of expenses) and that the authority hereby conferred shall unless previously renewed expire at the conclusion of the next Annual General Meeting of the Company or 15 months from the date of passing of this resolution, if earlier, save the Company may enter into a contract to purchase such shares before such expiry under which such purchase will or may be completed or executed wholly or partly thereafter and may make a purchase of shares in pursuance of such contract as if the authority conferred by this resolution had not expired

Karen Riser

Director/Secretary
