

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**COPY RESOLUTIONS**  
**of**  
**TOWN CENTRE SECURITIES PLC**  
**("Company")**

SATURDAY



RM 21/11/2009 321  
COMPANIES HOUSE

**PASSED ON 19 NOVEMBER 2009**

At a general meeting of the Company duly convened and held on 19 November 2009 at Town Centre House, The Merrion Centre, Leeds LS2 8LY, the following resolutions were duly passed as ordinary and special resolutions as indicated below:

**ORDINARY RESOLUTION**

1. That, pursuant to Section 551 of the Companies Act 2006 ("Act") and in addition to all existing authorities under that section and/or Section 80 of the Companies Act 1985 the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant any rights to subscribe for or to convert any securities into Shares in the Company up to an aggregate nominal amount of £4,429,081, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 31 December 2010 (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the directors may allow relevant securities pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired.


**SPECIAL RESOLUTIONS**

2. That, pursuant to Section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 25p each in the capital of the Company ("Shares"), provided that:
  - 2.1 the maximum number of Shares which may be purchased is 7,919,198;
  - 2.2 the minimum price (exclusive of expenses) which may be paid for a Share is 25p; and
  - 2.3 the maximum price (exclusive of expenses) which may be paid for a Share is an amount equal to 105% of the average of the middle market quotations for the Shares as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the purchase is made,

and (unless previously revoked, varied or renewed) shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or 18 months from the date of passing of this resolution (whichever is the earlier), save that the Company may

enter into a contract to purchase Shares before the expiry of this authority under which such purchase will or may be completed or executed wholly or partly after such expiry and may make a purchase of Shares pursuant to any such contract as if the authority conferred by this resolution had not expired.

3. That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.
4. That:
  - 4.1 the Articles of Association of the Company be amended by deleting all the provisions of the Company's memorandum which, by virtue of Section 28 of the 2006 Act, are to be treated as provisions of the Company's Articles of Association; and
  - 4.2 the draft regulations produced to the meeting and for the purposes of identification signed by the chairman of the meeting be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.



Company Secretary

19 November 2009