

Company Number: 3919682

PREZZO PLC

**COMPANIES ACT 2006
SPECIAL RESOLUTION**

That the Company be and is generally and unconditionally authorised for the purposes of section 693(4) of the Companies Act 2006 to make one or more market purchases of its Five Pence Ordinary Shares on the London Stock Exchange, provided that -

- (a) the maximum aggregate number of Five Pence Ordinary Shares which may be purchased is 34,380,591 (nominal value £1,719,030), representing 15% of the issued ordinary share capital,
- (b) the maximum price which may be paid for an ordinary share is the amount equal to the greater of (i) 5 per cent above the average of the middle market quotations for the Ordinary Shares for the five days before the purchase is made and (ii) the higher of the price of the last independent trade and the highest independent bid at the time of purchase of the Ordinary Shares,
- (c) the minimum price which may be paid for an Ordinary Share is its nominal value of five pence,
- (d) unless previously renewed, varied or revoked, the authority shall expire at the conclusion of the Company's next Annual General Meeting or 15 months from the date of passing this resolution if earlier, and
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts

I hereby certify that the above Special Resolution was passed at the Annual General Meeting of the Company duly convened and held at Prezzo, 17 Hertford Street, Mayfair, London W1J 7RS on 6 June 2013



A J Millar
Company Secretary

FRIDAY



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14/06/2013

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