

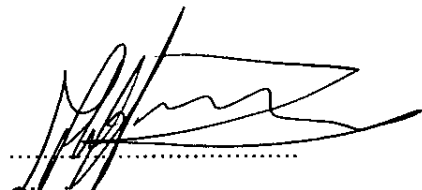
Company No: 06265016

DEEP GROUP PLC

AT a General Meeting of the above-named Company duly convened and held at
THE QUADRANT 118 LONDON ROAD LG2 6QS
on 15/11/2008 the following resolution was duly passed as a Special
Resolution.

SPECIAL RESOLUTION

1. THAT the terms of the proposed purchase by the Company of 20,000 (Twenty Thousand) Ordinary Shares of £1 each in the capital of the Company registered in the names of Iain Norman Baillie and Eden Nominees Limited as set out in the copy of the proposed sale and purchase agreements produced to this meeting and which, for the purpose of identification, has been initialled by the Chairman, be and are hereby approved.


Chairman

