

No 36006

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES


H&H GROUP plc

We, being all the members of the Company who at the date hereof are entitled to receive notice of and to attend and vote at general meetings of the Company, hereby resolve as a Special Resolution as follows -

SPECIAL RESOLUTION

THAT Articles 4 and 5 of the Articles of Association of the Company ("the Articles") be and hereby are deleted and replaced by the following

- 4 (A) The Directors are generally and unconditionally authorised for the purposes of s 551 of the Companies Act 2006 to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities of the Company to such persons, at such times, on such terms and conditions and in such manner as they think fit
 - (B) The authority hereby conferred by Article 4(A) shall be for a period expiring two years after 9 November 2013 and thereafter until such later date as the Company may decide
 - (C) The aggregate nominal amount of relevant securities allotted pursuant to this authority shall not exceed £400,000
 - (D) The authority hereby concerned shall enable the Directors to allot relevant securities after the expiry of the said period pursuant to an offer or agreement made by the Company before the expiry of the said period
- 5 Pursuant to s 570 of the Companies Act 2006, the Directors may allot equity securities pursuant to the authority in Article 4 up to a maximum aggregate nominal amount of £400,000 as if s 561 of the Companies Act 2006 did not apply to such allotment "


Company Secretary

8th November 2013

FRIDAY



A03 *A2L7RBSX* #33
15/11/2013
COMPANIES HOUSE