

**Charles Stanley Group Plc**

**AGM Resolution**

**RESOLUTIONS OF THE 104th ANNUAL GENERAL MEETING OF CHARLES STANLEY GROUP PLC HELD AT THE REGISTERED OFFICE, 25 LUKE STREET EC2, ON 23 JULY 2004 AT 11.00AM**

Present: D H S Howard (In the Chair)  
E M Clark  
P A Hurst  
M R I Lilwall  
G Teper (Secretary)  
  
M Johnson (Saffery Champness)  
Numerous shareholders as per attendance sheets



IT WAS UNANIMOUSLY RESOLVED THAT:

**Ordinary Business**

1. The Accounts for the year ended 31 March 2004 with the reports of the Directors and Auditors be received.
2. A final dividend be declared.
3. The Directors' Remuneration Report as set out on pages 19 to 23 of the Annual Report and Accounts be approved.
4. Mr Peter A Hurst be re-elected as a Director.
5. The Auditors be reappointed and the Directors be authorised to determine their remuneration.

**Ordinary Resolution**

*Resolution 6*

THAT pursuant to Section 80(1) of the Companies Act 1985 ("The 1985 Act"):

- (a) the Directors shall have general and unconditional authority to exercise for the purposes of Section 80 all of the powers of the Company to allot, grant options over, grant rights to Subscribe for, or convert securities into, shares or otherwise deal with or dispose of any relevant securities (as defined in Section 80(2) of the 1985 Act) of the Company to such persons, at such times and generally on such terms and conditions as the Directors may determine.

PROVIDED THAT:

- (i) the authority hereby conferred shall, subject to Section 80(7) of the 1985 Act, be for a period expiring on the earlier of 15 months from the date of this resolution or the end of the 2005 Annual General Meeting of the Company unless renewed, varied or revoked by the Company in general meeting; and
- (ii) the maximum nominal amount of relevant securities as aforesaid which may be allotted pursuant to such authority shall be £3,500,000;

- (b) the Directors shall be entitled under the authority conferred hereby, or under any renewal thereof, to make at any time prior to the expiry of such authority, any offer or agreement which would or might require relevant securities as aforesaid to be allotted after the expiry of such authority and to allot relevant securities accordingly; and
- (c) the authority given by this resolution shall supersede and revoke any earlier authority given in respect of relevant securities as aforesaid.

### **Special Resolutions**

#### *Resolution 7*

THAT the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 ("1985 Act") to allot equity securities (within the meaning of Section 94 of the 1985 Act) pursuant to the authority conferred by Resolution number 7 in the Notice of Meeting as if Section 89(1) of the 1985 Act did not apply to any such allotment, provided that this power shall be limited:

- (a) to the allotment (otherwise than pursuant to sub-paragraph (b) below) of equity securities, which are, or are to be, wholly paid up in cash up to an aggregate nominal amount of £525,000; and
- (b) to the allotment of equity securities for cash in connection with a rights or other issue, which:
  - (i) is open for a period fixed by the Directors;
  - (ii) is made to the holders of the ordinary shares and (if in accordance with their rights or the Directors so determine) other equity securities of any class on the register on a fixed record date;
  - (iii) is in proportion to their then holdings of ordinary shares or (as the case may be) other equity securities of the class concerned (but so that any offer to holders of other equity securities of any class shall be on the basis of their rights to receive such an offer, failing which as if their holdings had been converted into, or they had subscribed for, shares on the basis then applicable); and
  - (iv) save that the Directors may aggregate and sell for the benefit of the Company fractions arising on the apportionment of securities offered, is otherwise made subject to such exclusions or other arrangements as the Directors may deem expedient in relation to legal or practical problems under the laws of or the requirements of any recognised body or Stock Exchange in any territory,

and shall expire at the earlier of 15 months from the date of this resolution and the end of the 2005 Annual General Meeting of the Company, provided 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 hereby conferred had not expired.

#### *Resolution 8*

THAT the Directors be and re hereby generally and unconditionally authorised for the purpose of Section 166 of the Companies Act 1985 to make market purchases (within the meaning of Section 163 (3) of the Companies Act 1985 ordinary shares of 25p each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 4,214,937;
- (b) the minimum price which may be paid for such shares is 25p;
- (c) the maximum price (exclusive of expenses) which may be paid for any such share will not be more than 5% above the average of the middle market quotation for such shares as derived from the Daily Official List of the London Stock Exchange LSE for the ten business days in respect of which the Daily Official List is published immediately preceding the day on which the share is to be purchased.
- (d) the authority hereby conferred shall expire at the earlier of 15 months from the date of this resolution and the end of the 2005 Annual General Meeting of the Company;
- (e) the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry date of such authority and may make purchase of its own shares in pursuance of any such contract as if the authority conferred hereby had not expired.

*Resolution 9*

THAT the Articles of Association be and are hereby amended by deleting clause 123 and substituting therefore the wording set out in Appendix 1 hereof.

By Order of the Board

  
.....  
Gary Teper  
Secretary

#### Appendix 1

"Any dividend, instalment of dividend or interest in respect of any share may be paid by an electronic cash transfer system, cheque or warrant payable to the order of the member entitled thereto, or (in the case of joint holders) of the member whose name stands first on the register in respect of the joint holding. Every such cheque or warrant shall (unless otherwise directed) be sent by post to the last registered address of the member entitled thereto, or in the case of electronic cash transfer system paid to the most recently notified bank account of the member. Every such electronic cash transfer, cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby."