

Company number 314740

The Companies Act 1985  
SPECIAL RESOLUTION  
of  
Stylo plc  
Passed on 24 June 2008

At the Annual General Meeting of the above named Company duly convened and held at Stylo House, Harrogate Road, Apperley Bridge, Bradford on 24 June 2008, the following SPECIAL RESOLUTION was duly passed

THAT, the company generally and unconditionally authorised for the purpose of section 166 of the Companies Act 1985 ("the Act") to make market purchases (within the meaning of section 163(3) of the Act) of limited voting ordinary shares of 2 pence each in the company ("ordinary shares") provided that

- (a) the maximum number of ordinary shares authorised to be purchased is 4,992,593,
- (b) the minimum price which may be paid for an ordinary share is 2 pence,
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the AIM appendix to the London Stock Exchange Daily Office List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased, and
- (d) the authority hereby conferred by this resolution shall expire at the conclusion of the next annual general meeting of the company after the passing of this resolution or eighteen months from the date of this resolution, whichever is the earlier, but a contract for purchase may be made before such expiry which may be completed wholly or partly thereafter and a purchase of ordinary shares may be made in pursuance of any such contract

Signed



A E McGookin  
Company Secretary



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THAT, subject to the passing of resolution 6 and in substitution for all existing authorities, the directors of the company be empowered pursuant to Section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of Section 94 of the Act) as if sub-section (1) of Section 89 of the Act did not apply to any such allotment provided that this power shall be limited

- (a) to the allotment of equity securities in connection with an offer for securities, open for acceptance for a period fixed by the directors, by way of rights, open offer or otherwise to holders of limited voting ordinary shares and such other equity securities as the directors may determine on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached to them (but subject to such exclusions or other arrangements necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or any stock exchange in any territory or otherwise, however), and
- (b) the allotment (otherwise than pursuant to sub-paragraph above) of limited voting ordinary shares, up to an aggregate number of 1,644,198

provided that this power shall expire fifteen months after the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the company after the passing of this resolution except 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 directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired

Signed



A E McGookin  
Company Secretary

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THAT article 128 be amended to read "Any provision of the Statutes which, subject to the provisions of these Articles, would have the effect of rendering any person ineligible for appointment or election as a Director or liable to vacate office as a Director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment or election of any Director over a specified age, shall not apply to the Company "

Signed



A E McGookin  
Company Secretary