

THE COMPANIES ACT 2006

A PUBLIC COMPANY LIMITED BY SHARES

PGI GROUP PLC

(Passed on 24 July 2008)

At a General Meeting of the Company duly convened and held on 24 July 2008 at 81 Carter Lane, London EC4V 5EP, the following resolution was passed -

As a Special Resolution:

That, subject to the passing of the ordinary resolution set out above, the entry by the Company into a contingent purchase contract with Jensen Group Holdings LLC under which the Company is to have the right to purchase up to 4,600,000 ordinary shares in the capital of the Company for a total aggregate consideration of £1, as described in the circular to the Company's shareholders dated 30 June 2008, be approved for the purposes of section 165 of the Companies Act 1985

Signed


Company Secretary

CERTIFIED TO BE A TRUE COPY

