

THE COMPANIES ACT 1985

A PUBLIC COMPANY LIMITED BY SHARES

PGI GROUP PLC

(Passed on 23 June 2009)

At the Annual General Meeting of the Company duly convened and held on 23 June 2009 at 50 Holborn Viaduct, London EC1A 2FG, the following special resolutions were passed:-

10. THAT, in substitution for all existing authorities, the authority conferred on the directors by article 16.3 of the Company's articles of association be renewed (unless previously renewed, varied or revoked) for a period ending on the earlier of the date of the next Annual General Meeting of the Company and 30 June 2010 and, for that period, the Section 89 amount is £1,620,033.
11. THAT the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of 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 12,960,266 (representing 10 per cent. of the issued Ordinary Share Capital at 31 December 2008);
 - (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 25p;
 - (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is an amount equal to 105 per cent. of the average of the market values for such Share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the share is contracted to be purchased; and
 - (d) this authority shall expire on 30 June 2010 or, if earlier, at the conclusion of the next Annual General Meeting of the Company, save that the Company may before the expiry of this authority make a contract of purchase which will or may be executed wholly or partly after such expiry and may make a purchase of ordinary shares pursuant to any such contract.

Signed:
Company Secretary

CERTIFIED TO BE A TRUE COPY

