

**AMBRIAN CAPITAL PLC**

(Registered No. 3712986)

(the "Company")

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**CERTIFIED COPY RESOLUTION**

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At the Annual General Meeting of the members of the Company held at Old Change House, 128 Queen Victoria Street, London EC4V 4BJ on 2 June 2009 at 10:00 a.m. the following resolutions were passed:

**ORDINARY RESOLUTIONS**

1. That (a) the directors be and are hereby generally and unconditionally authorised in accordance with Section 80(1) of the Companies Act 1985 (the "Act") to exercise all of the powers (within the meaning of Section 80(2) of the Act) of the Company to allot and issue relevant securities in the capital of the Company up to an aggregate nominal amount of £7,500,000, such authority (unless previously renewed, varied or revoked by the Company in general meeting) to expire on the earlier of the conclusion of the next annual general meeting of the Company in 2010 and the date which is 15 months from the date of this Resolution, save that the Company may prior to such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired; and (b) all other authorities conferred on the directors prior to the date of passing this Resolution to allot relevant securities are hereby revoked.

**SPECIAL RESOLUTIONS**

2. That (a) the directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) up to an aggregate nominal amount of £7,500,000 of the Company for cash pursuant to the authority conferred by Resolution 5 above as if Section 89(1) of the Act did not apply to any such allotment provided such power (unless previously renewed, varied or revoked by the Company in general meeting) to expire on the earlier of the conclusion of the next annual general meeting of the Company in 2010 and the date which is 15 months from the date of this Resolution, save that the Company may prior to 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 any such offer or agreement notwithstanding that the power conferred hereby has expired; and (b) all previous authorities under Section 95 of the Act be and are hereby revoked.
3. That:
  - 3.1 The Company be and is hereby generally and unconditionally authorised, pursuant to Section 166 of the Act, to make market purchases (as defined in Section 163 of the Act) of its own shares on such terms and in such manner as the directors of the Company shall determine.
  - 3.2 The general authority conferred by this Resolution shall:

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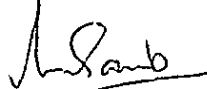
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- 3.2.1 be limited to a maximum of 16,046,872 Ordinary Shares (representing approximately 15% of the issued share capital of the Company at 30 April 2009);
  - 3.2.2 not permit payment of a price per Ordinary Share, exclusive of expenses, of less than par value or more than 105% of the average price (as derived from the UK Listing Authority Daily Official List) at which business was done in the ordinary shares of the Company in the five business days preceding the date on which the Company agrees to buy the Ordinary Shares;
  - 3.2.3 expire on the earlier of the conclusion of the next annual general meeting of the Company in 2010 and the date which is 15 months from the date of this Resolution save that the Company may before the expiry of the power hereby conferred contract to purchase its own Ordinary Shares which contract requires or might require the purchase of such Ordinary Shares wholly or partly after such expiry.
4. That, in accordance with Sections 366 to 368 of the Companies Act 2006 (the "2006 Act"), the Company and/or its subsidiary Ambrian Partners Limited be authorised to make donations to EU political organisations and to incur EU political expenditure not exceeding in aggregate for both the companies 50,000 pounds sterling (as such terms are defined in Section 363 to 379 of the 2006 Act) during the period beginning with the date of the passing of this Resolution and ending 15 months from the date of this Resolution or at the conclusion of the next annual general meeting of the Company in 2010, whichever is earlier.

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Company Secretary CHARRAN