

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
Resolutions of Best of the Best Plc
(Passed 18 September 2008)

At the Annual General Meeting of the members of the Company convened and held on 18 September 2008, the following resolutions were duly passed:

As an Ordinary Resolution:

That the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined by the subsection (2) of the said section 80) up to an aggregate nominal amount of £211,970 provided that this authority shall revoke all previous existing authorities granted under section 80 of the Act and shall expire on the conclusion of the Annual General Meeting to be held in 2009 or in 15 months after the passing of the Resolution (whichever is the earliest) save that the Company may before 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 an offer or agreement as if the authority conferred hereby had not expired.

As a Special Resolution:

That, pursuant to section 95 of the Act, the Directors be and are hereby empowered to allot equity securities (as defined by section 94 of the Act) for cash pursuant to the authority conferred by Resolution 9 above as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to:

(a) The allotment of equity securities in connection with or pursuant to an offer by way of rights to the holders of ordinary shares in the capital of the Company and other persons entitled to participate therein for cash in proportion (as nearly as may be) to the holdings of ordinary shares of such holders (or, as appropriate, to the numbers of ordinary shares which other persons are for these purposes deemed to hold), subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of fractional entitlements or otherwise; and



(b) The allotment (otherwise than pursuant to subparagraph (a) above) of equity securities up to an aggregate nominal amount equal to £31,795;

and shall (unless previously revoked, varied or renewed) expire on the conclusion of the Annual General Meeting to be held in 2009 or 15 months after the passing of the Resolution (whichever is earlier).

As a Special Resolution:

That the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined in section 163(3) of the Companies Act 1985) of ordinary shares of 5p each in the issued capital of the Company ("Ordinary Shares") subject to the following conditions:

(a) The maximum number of Ordinary Shares of 5p each which may be purchased is 1,271,825 (representing approximately 10 per cent. of the issued Ordinary Share capital);

(b) The maximum price at which an Ordinary Share may be purchased is an amount equal to 105 per cent. of the average of the middle market quotations for such shares as derived from the daily Official List of the London Stock Exchange for the five business days immediately preceding the date of purchase and the minimum price is 5p per Ordinary Share; and

(c) The authority conferred by this Resolution shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2009 provided that any contract for the purchase of Ordinary Shares permitted by this Resolution which has been concluded before the expiry of this authority may be executed wholly or partly after the authority expires.

As a Special Resolution:

THAT the Articles of Association of the Company, contained in the document produced to the meeting and signed by the Chairman for the purposes of identification be approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association, with effect from 1st October 2008 or such later date as section 175 of the Companies Act 2006 shall be brought into force.

Certified at True Copy



PRISM COSEC LIMITED
COMPANY SECRETARY