

Company Number 4755803

THE COMPANIES ACT 1985 AND 1989
PUBLIC LIMITED COMPANY

RESOLUTIONS OF
FELIX GROUP PLC
(passed the 21st day of November 2007)

FRIDAY



The following resolutions were passed at the Annual General Meeting of the Company duly convened at Felix Group plc. Cherry Tree House, Cherry Tree Lane, Rostherne, Cheshire WA14 3RZ on Thursday 21 November 2007 at 12.00pm

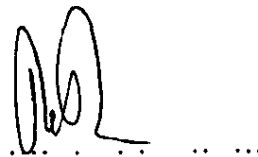
Ordinary Resolutions

- 1 The Reports of the Directors and Auditors and the Financial Statements for the year ended 31 May 2007 were received and adopted
- 2 L J Sherratt who retired in accordance with the Company's Articles of Association and offered herself for re-election was re-elected as a Director
- 3 M D Masters who retired in accordance with the Company's Articles of Association and offered himself for re-election was re-elected as a Director
- 4 UHY Hacker Young were appointed as Auditors of the Company and the Audit Committee were authorised to determine their remuneration

Special Resolutions

- 5 **THAT**, the Directors be and hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 ("the Act"), to allot relevant securities (as defined in section 80(2) (as amended) of the Act) of the Company up to a maximum aggregate nominal amount of £120,338 (representing 5% of the issued share capital of the Company at the date of this notice) during the period from the date of the passing of this resolution until the earlier of the conclusion of the Annual General Meeting of the Company in 2008 or the date falling fifteen months from the date of the passing of this resolution, at the end of which period such authority will expire unless previously varied or revoked by the Company in a general meeting of the shareholders, provided that the Company shall be entitled under the authority hereby conferred to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the Directors may allot any relevant securities after the expiry of such authority pursuant to any such offer or agreement as if such authority had not expired.
9. **THAT**, in substitution for any existing and unexercised authorities and subject to the passing of resolution 5, the Directors be and are hereby empowered, pursuant to section 95 of the Act, to allot equity

securities (as defined in section 94 of the Act) pursuant to the general authority to allot relevant securities given to the Directors by resolution 8 as if section 89(1) of the Act did not apply to such allotment **PROVIDED THAT** such power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £120,338 (representing 5% of the issued share capital at the date of this notice) such authority to expire on whichever is the earlier of the conclusion of the Annual General Meeting of the Company in 2008 or the date falling fifteen months following from the date of the passing of this resolution, unless renewed or extended prior to such time



Chairman

21/11/07

Date

Company Number 4755803

FELIX GROUP PLC

Minutes of the Annual General Meeting of the Company held at Cherry Tree House, Cherry Tree Lane, Rostherne, Cheshire WA14 3RZ at 12.00pm on 21 November 2007

Present	:	Richard Rose	(Chairman)
		Andrew Egan	(Chief Executive Officer)
		Lynda Sherratt	(Finance Director & Company Secretary)
		Philip Kanas	(Non Executive Director)
		Mike Masters	(Non Executive Director)
		Alan Uren	(Non Executive Director)

In Attendance: See attached

- 1. The Chairman opened the Meeting and noted that a quorum was present in accordance with the Articles of the Company, as two members of the Company were present in person.**
- 2. The Chairman proposed that the notice of the Meeting be taken as read and this proposal was accepted.**
- 3. The Chairman proposed Resolution 1 set out in the Notice of the Meeting as an Ordinary Resolution:**

“to receive and adopt the Report of the Directors and Auditors and the Financial Statement for the period ended 31 May 2007”

The Ordinary Resolution was put to the vote and, on a show of hands, carried and declared by the Chairman to have been passed as an Ordinary Resolution of the Company

- 4. The Chairman proposed Resolution 2 set out in the Notice of the Meeting as an Ordinary Resolution:**

“to re-elect as a Director L J Sherratt who retires in accordance with the Company’s Articles of Association and offers herself for re-election ”

The Ordinary Resolution was put to the vote and, on a show of hands, carried and declared by the Chairman to have been passed as an Ordinary Resolution of the Company

5. The Chairman proposed Resolution 3 set out in the Notice of the Meeting as an Ordinary Resolution:

“to re-elect as a Director M D Masters who retires in accordance with the Company’s Articles of Association and offers himself for re-election ”

The Ordinary Resolution was put to the vote and, on a show of hands, carried and declared by the Chairman to have been passed as an Ordinary Resolution of the Company

6. The Chairman proposed Resolution 4 set out in the Notice of the Meeting as an Ordinary Resolution:

“ to re-appoint UHY Hacker Young as Auditors of the Company and to authorise the Audit Committee to determine their remuneration.”

The Ordinary Resolution was put to the vote and, on a show of hands, carried and declared by the Chairman to have been passed as an Ordinary Resolution of the Company

The Chairman noted that Resolutions 1 – 4 concluded the Ordinary Business of the meeting and that there were two items of Special Business to be dealt with.

7. The Chairman proposed Resolution 5 set out in the Notice of the Meeting as a Special Resolution:

THAT, the Directors be and hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (“the Act”), to allot relevant securities (as defined in section 80(2) (as amended) of the Act) of the Company up to a maximum aggregate nominal amount of £120,388 (representing 5% of the issued share capital of the Company at the date of this notice) during the period from the date of the passing of this resolution until the earlier of the conclusion of the Annual General Meeting of the Company in 2008 or the date falling fifteen months from the date of the passing of this resolution, at the end of which period such authority will expire unless previously varied or revoked by the Company in a general meeting of the shareholders, provided that the Company shall be entitled under the authority hereby conferred to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the Directors may allot any relevant securities after the expiry of such authority pursuant to any such offer or agreement as if such authority had not expired.

The Special Resolution was put to the vote and, on a show of hands, carried and declared by the Chairman to have been passed as a Special Resolution of the Company

8. The Chairman proposed Resolution 6 set out in the Notice of the Meeting as a Special Resolution:

THAT, in substitution for any existing and unexercised authorities and subject to the passing of resolution 5, the Directors be and are hereby empowered, pursuant to section 95 of the Act, to allot equity securities (as defined in section 94 of the Act) pursuant to the general authority to allot relevant securities given to the Directors by resolution 8 as if section 89(1) of the Act did not apply to such allotment **PROVIDED THAT** such power shall be limited to the allotment of

equity securities up to an aggregate nominal amount of £120,338 (representing 5% of the issued share capital at the date of this notice) such authority to expire on whichever is the earlier of the conclusion of the Annual General Meeting of the Company in 2008 or the date falling fifteen months following from the date of the passing of this resolution, unless renewed or extended prior to such time.

The Special Resolution was put to the vote and, on a show of hands, carried and declared by the Chairman to have been passed as a Special Resolution of the Company.

9. **The Chairman noted that the business of the Meeting was concluded and then declared the meeting closed.**

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Chairman

.. 21/11/07 ...

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Date