

**THE COMPANIES ACTS 1985 TO 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**

of

**SUPERCART PLC**  
**(the "Company")**

**Passed on 28 July 2009**

At an annual general meeting duly convened and held at the offices of Supercart plc, 3 The Mews, 16 Hollybush Lane, Sevenoaks, Kent TN13 3TH on 28 July 2009 the following resolutions were duly passed as ordinary and special resolutions of the Company:

**ORDINARY RESOLUTION**

- 1 THAT the directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to allot relevant securities of the Company (within the meaning of section 80(2) of the Act) up to a maximum aggregate nominal amount of £26,000, such authority to expire on the date being 15 months after the passing of this resolution (unless and to the extent that this resolution is renewed, varied, revoked or extended prior to such date in a general meeting), but so as to enable the Company before that date to make offers or agreements which would or might require relevant securities to be allotted after that date and to enable the directors to allot relevant securities in pursuance of those offers or agreements as if this authority conferred on them had not expired, this authority is to be in substitution for all existing authorities granted to the Company in respect of the allotment of relevant securities.

**SPECIAL RESOLUTION**

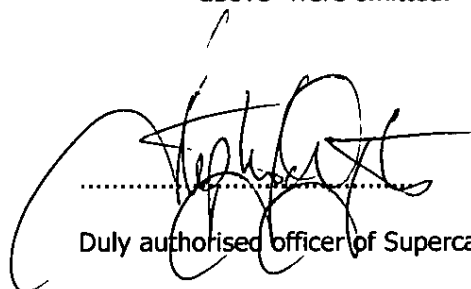
- 2 THAT the directors be empowered, pursuant to section 95 of the Act, to allot equity securities of the Company (within the meaning of section 94(2) to section 94(3A) of the Act) for cash pursuant to the authority conferred by resolution number 1 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
  - 2.1 in connection with an offer of such securities by way of rights issue; and
  - 2.2 otherwise than pursuant to sub-paragraph 2.1 above up to an aggregate nominal amount of £17,400;



the authority hereby conferred shall expire on the date being 15 months after the passing of this resolution (unless and to the extent renewed, varied, revoked or extended prior to such date in a general meeting), but so that the Company may, before the expiry of this authority, make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and so that the directors may allot equity securities pursuant to that offer or agreement as if the authority conferred on them had not expired.

In this resolution, 'rights issue' means an offer of equity securities open for acceptance for a period fixed by the directors to holders of ordinary shares on the register of the Company on a record date fixed by the directors in proportion as nearly as may be to their respective holdings, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any fractional entitlements or legal or practical difficulties arising under the laws of, or the requirement of any recognised regulatory body or any stock exchange in, any territory.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of the resolution the words "pursuant to the authority conferred by resolution number 1 above" were omitted.



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Duly authorised officer of Supercart plc