

Company No. 05639381

THE COMPANIES ACT 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES  
ORDINARY AND SPECIAL RESOLUTIONS

OF

SCOTT WILSON GROUP PLC

(Passed on 23 February 2006)



At an Extraordinary General Meeting of the above named Company duly convened and held at 11 Pilgrim Street, London, EC4V 6RW on 23 February 2006 the following resolutions were duly passed as Ordinary and Special Resolutions of the Company:

ORDINARY RESOLUTIONS

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1. THAT, conditional on and with effect from the listing of the Company on the Official List of the UKLA and its admission to trading on the London Stock Exchange ("**Admission**"), in substitution for all existing and unexercised authorities, the authorised share capital of the Company be increased from £3,050,000 to £15,000,000 by the creation of 119,500,000 new ordinary shares of 10 pence each to rank pari passu in all respects with the existing ordinary shares of the Company.
2. THAT conditional on and with effect from Admission the Directors be generally and unconditionally authorised for the purpose of s80 Companies Act 1985 (the "**Act**") to exercise all powers of the Company to allot relevant securities:
- (a) up to an aggregate nominal amount of £6,500,000 in connection with the placing to be conducted on Admission; and
- (b) otherwise up to an aggregate nominal amount of £3,000,000,

to such persons at such times and upon such conditions as the directors may determine (subject to the articles of association of the Company) during the period expiring on 23 May 2007 or on conclusion of the annual general meeting of the Company to be held in 2006, whichever is the earlier, this authority being in substitution of any part of any pre-existing authorisation not already exercised at the date of the passing of this Resolution, save that the Company may before that expiry make an offer or agreement which would or might require relevant securities to be allotted after that expiry and the Directors may allot relevant securities in pursuance of that offer or agreement as if the power conferred by this Resolution had not expired.

For the purposes of this Resolution, the expression "relevant securities" and references to the allotment of relevant securities shall respectively have the meanings given to them in s80 of the Act.

#### SPECIAL RESOLUTION

3. THAT, conditional on and with effect from Admission, and subject to the passing of Resolution 2 above the Directors of the Company be and they are hereby empowered pursuant to s95(1) of the Act in substitution for any previous power conferred on the Directors pursuant to that section to allot equity securities pursuant to the authority conferred by Resolution 2 above as if s89(1) of the Act did not apply to that allotment provided that this power shall be limited to:

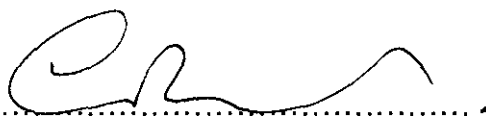
(a) the allotment of equity securities for cash up to a maximum nominal amount of £6,500,000 in connection with the placing to be conducted on Admission;

(b) the allotment of equity securities in connection with a rights issue to holders of ordinary shares in the capital of the Company subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlement or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and

(c) to the allotment (otherwise than pursuant to sub-paragraph (a) and (b) above) of equity securities for cash up to an aggregate nominal amount of £450,000.

and shall expire on 23 May 2007 or on the conclusion of the annual general meeting of the Company to be held in 2006, whichever is the earlier and save that the Company may before that expiry make an offer or agreement which would or might require equity securities to be allotted after that expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this Resolution had not expired.

For the purposes of this Resolution, the expression "equity securities" and references to the allotment of equity securities shall respectively have the meanings given to them in s94 of the Act and, to the extent the power conferred by this Resolution shall apply to a sale of shares which by virtue of s94(3A) of the Act is an allotment of equity securities, the words "pursuant to the authority conferred by Resolution 2 above" in the preamble shall be deemed to be omitted.



Secretary