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28/10/2010  
COMPANIES HOUSE

COMPANY NO 06050613

**THE COMPANIES ACT 1985**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**RESOLUTIONS OF**  
**HIGH ROAD CAPITAL PLC**

The following resolutions were passed at the Annual General Meeting  
held on 29 September 2010

**Ordinary resolutions**

THAT the continuation of the business of High Road Capital plc as an investment company or acquisition vehicle to invest in or acquire a company or companies, or assets, in the renewable energy sector worldwide or the financial sector in the UK be approved.

THAT, in substitution for any existing authority the directors be and they are hereby generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot relevant securities within the meaning of that section on and subject to such terms as the directors may determine up to an aggregate nominal amount of £428,185 such authority unless previously renewed, revoked or varied to expire on 28 September 2015 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 under such an offer or agreement as if the authority conferred hereby had not expired.

**Special resolutions**

THAT, subject to the passing of Resolution 7 above, the directors be and are hereby empowered under section 570 of the Companies Act 2006 ("the Act") to allot equity securities (within the meaning of section 560 of the Act) for cash under the general authority already given as if sub-section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of such securities to holders of ordinary shares where the equity securities for which ordinary shares are respectively entitled to subscribe are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or

any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and

- (b) the allotment (otherwise than under sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £428,185;

and so that such power (unless previously revoked or varied) shall expire at the end of next year's annual general meeting, (or if earlier at the close of business on 28 December 2011) provided that the directors may, before the power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires.

THAT the Company be generally and unconditionally authorised to make market purchases (as defined in the Companies Act 2006) of ordinary shares of 0.1p each in the capital of the Company ("ordinary shares") on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares authorised to be purchased shall be 10,772,250;
- (b) the minimum price which may be paid for an ordinary share is 0.1p;
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share (as derived from the Daily Official List) for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased;
- (d) the minimum and maximum prices per ordinary share referred to in sub-paragraphs (b) and (c) of this resolution are in each case exclusive of any expenses payable by the Company;
- (e) the authority conferred by this resolution shall expire at the end of next year's annual general meeting (or if earlier at the close of business on 28 December 2011) unless such authority is varied, revoked or renewed prior to such time by the Company in general meeting; and
- (f) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed wholly or partly after the expiration of such authority.



L E Young  
Company Secretary