

**ORDINARY AND SPECIAL RESOLUTIONS
TO AUTHORISE DIRECTORS TO ALLOT SHARES
AND TO WAIVE RIGHTS OF PRE-EMPTION
PURSUANT TO CA 1985 SS 80 AND 95**

LEAKEY'S BOOKSHOP LIMITED

264441

ORDINARY RESOLUTION

- 1 THAT the Board be and is hereby generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £1 provided that this authority shall expire on the date of the next annual general meeting after the passing of this resolution 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 board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

- 2 THAT subject to the passing of the previous resolution the board be and is hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if subsection (1) of Section 89 of the said Act did not apply to any such allotment provided that this power shall be limited:
- (a) to the allotment of equity securities up to an aggregate nominal value of £1.
and shall expire on the date of the next annual general meeting of the company after the passing of this resolution save that the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Signed Chris Leary

Date 8/6/09

