

**MORSON GROUP PLC (“the Company”)**

**COPY** Resolutions of the type and in the terms specified below as passed by the members of the Company on 21<sup>st</sup> May 2009.

**ORDINARY RESOLUTIONS**

1. **TO** receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2008, the directors’ report and the auditors’ report on those financial statements.
2. **TO** declare a final dividend of 4 pence per ordinary share in respect of the financial year ended 31 December 2008, such dividend to be paid on 28 May 2009 to the holders of ordinary shares at 6 pm on 1 May 2009.
3. **TO** re-elect Kevin Patrick Gorton as a director who retires by rotation.
4. **TO** re-elect Ian Graham Knight who retires by rotation.
5. **TO** re-appoint Deloitte & Touche LLP as the auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next meeting at which accounts are laid before the Company; and
6. **TO** authorise the Directors to determine the remuneration of the auditors of the Company.
7. **THAT** the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (Act) to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £732,812.50 provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on 31 May 2010 or at the conclusion of the Company's next annual general meeting, whichever is the earlier, but 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 in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred upon the directors pursuant to section 80 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

**SPECIAL RESOLUTIONS**

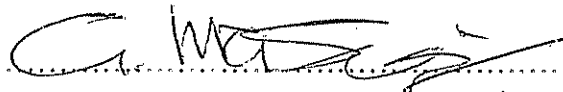
8. **THAT**, subject to the passing of resolution 7 above the directors be and they are empowered pursuant to section 95 of the Act to allot equity securities wholly for cash pursuant to the authority conferred by resolution 7 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

(a) in connection with an offer of such securities in connection with a rights issue in favour of Ordinary shareholders where the equity securities respectively attributable to the interests of all Ordinary shareholders 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 territory, or the requirements of any regulatory body or stock exchange, and

(b) otherwise than pursuant to paragraph (a) above up to an aggregate nominal amount of £113,359.35;

and shall expire on 31 May 2010 or at the conclusion of the Company's next annual general meeting, whichever is the earlier, 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 directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

9. **THAT** the Company adopts Articles of Association (a copy of which is attached to this resolution and initialled by the Chairman of the Company for the purposes of identification) in substitution for and to the exclusion of the existing Articles of Association.

  
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**Chairman**

Dated: 21 May 2009