

M.P. EVANS GROUP PLC

Company No. 1555042

At the annual general meeting held on 4 June 2008 the following resolutions, dealt with as special business, were duly passed:-

ORDINARY RESOLUTION

7. That the maximum nominal amount of relevant securities (within the meaning of section 80 of the Companies Act 1985) which the directors are authorised to allot pursuant to article 4(B) of the Company's articles of association shall be £1,722,853 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or on 30 June 2009 whichever shall be the earlier (and that, if resolution 10 below is passed, the references in this resolution to the Company's articles of association be deemed to be references to the new articles of association adopted pursuant to resolution 10).

SPECIAL RESOLUTIONS

8. That the directors be empowered to allot equity securities (as defined in section 94(2) of the Companies Act 1985) pursuant to the authority conferred by resolution 7 as if section 89(1) of the Companies Act 1985 did not apply to any such allotment provided that this power shall be limited to any allotment falling within the provisions of article 4(C)(a) of the Company's articles of association or any allotment up to an aggregate nominal amount of £258,454 falling within the provisions of article 4(C)(b) of the Company's articles of association. Such power will extend to the sale of treasury shares (within the meaning of section 162A of the Companies Act 1985) for cash as if in respect of any such sale the words "pursuant to the authority from time to time conferred by article 4(B) hereof" were omitted from the second line of article 4(C) and, for the purpose of such power, the reference in article 4(C)(a) to "where the equity securities attributable to the interests of all of the holders of the shares are proportionate (as nearly as may be) to the numbers of shares held by them" shall be deemed to exclude the Company in respect of any treasury shares held by it (and that, if resolution 10 below is passed, the references in this resolution to the Company's articles of association be deemed to be references to the new articles of association adopted pursuant to resolution 10).
9. That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Companies Act 1985) of shares of 10p each in the capital of the Company provided that:-
 - (a) the maximum number of shares hereby authorised to be purchased is 5,169,075;
 - (b) the minimum price which may be paid for each share is 10p (exclusive of expenses);
 - (c) the maximum price (exclusive of expenses) which may be paid for each share is an amount equal to 105% of the average of the middle-market quotations for such shares as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day of purchase; and
 - (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or on 30 June 2009 whichever shall be the earlier save that the Company may, before the expiry of this authority, make a contract of purchase which will or may be executed wholly or partly after such expiry and may make a purchase of shares pursuant to any such contract. or on 30 June 2009 whichever shall be the earlier save that the Company may, before the expiry of this authority, make a contract of purchase which will or may be executed wholly or partly after such expiry and may make a purchase of shares pursuant to any such contract.
10. That articles of association in the form of those produced to the meeting and signed for the purpose of identification by the chairman of the meeting be adopted as the articles of association of the Company in substitution for the existing articles of association

CHAIRMAN