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**PUBLIC COMPANY LIMITED BY SHARES**

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RESOLUTIONS

of

TRIAD GROUP PLC

(passed on 16<sup>th</sup> August 2012)

At the ANNUAL GENERAL MEETING of the Company duly convened and held at Augustine House, 6A Austin Friars, London EC2N 2HA the following resolutions were duly passed as Special Business, as to resolution 6 as an ordinary resolution and as to resolutions 7 and 8 as special resolutions.

6. That:
  - (a) in substitution for any existing authority the directors be authorised to allot shares up to a maximum nominal amount of £50,500;
  - (b) this authority shall expire at the conclusion of the next annual general meeting after the passing of this resolution and;
7. That:
  - (a) in substitution for any existing authority the directors be given power to allot equity securities for cash;
  - (b) the nominal amount to which this power is limited is £7,570;
  - (c) this authority shall expire at the conclusion of the next annual general meeting after the passing of this resolution; and
8. That:

The directors be authorised to call general meetings, other than an annual general meetings, at not less than 14 clear days' notice.

**N E Burrows**  
Company Secretary