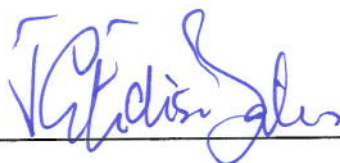


LMS CAPITAL PLC
COMPANY NUMBER: 5746555

The following resolution was passed as a special resolution at a general meeting of LMS Capital plc held on 29 November 2012 at Durrants Hotel, George Street, London, W1H 5BJ at 11:30 a.m.

THAT the Company be and is hereby generally authorised for the purposes of section 701 of the Companies Act 2006 (the "**Act**") to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company ("**Ordinary Shares**"), in connection with a tender offer for Ordinary Shares, provided that:

- (A) the maximum number of Ordinary Shares that may be purchased under this authority is 54,759,857;
- (B) the minimum price which may be paid for any Ordinary Shares is the nominal amount of that Ordinary Share and the maximum price which may be paid for any Ordinary Share is the Tender Offer Price (as defined in the circular dated 2 November 2012); and
- (C) this authority will expire at the conclusion of the Company's annual general meeting held in 2013.



Certified a true copy

Jon Edis-Bates

Company Secretary

29 November 2012