

Company Number: 4068016

Ordinary and Special Resolutions of

# Myhome International plc

(passed on 5 November 2007)



At the Extraordinary General Meeting of the above-named Company duly convened and held on 5 November 2007 the following Resolutions were passed as to the Resolution numbered 1 as an Ordinary Resolution and as to the Resolution numbered 2 as a Special Resolution

## Ordinary Resolution

- 1 **THAT** in substitution for all authorities in existence immediately prior to this resolution being passed, the Directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985, as amended (the "Act") to exercise all or any of the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £2,056,550 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in General Meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2008 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 Directors may allot relevant securities pursuant to any such offer or agreement notwithstanding such expiry

## Special Resolution

- 2 **THAT** conditional on the passing of resolution 1 above and in substitution for all existing powers pursuant to section 95 of the Act, the Directors be and are hereby empowered pursuant to that section to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by resolution 1 above as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to
- (a) the allotment of equity securities up to an aggregate nominal amount of £467,900 pursuant to the Placing,
  - (b) the allotment of equity securities in connection with an issue in favour of the holders of ordinary shares in the Company in proportion (as nearly as may be) to their respective holdings of ordinary shares, subject only to exclusions or other arrangements which the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any

overseas territory or the requirements of any regulatory body or stock exchange in any territory, and

- (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £317,730

and the power hereby granted shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2008 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 but otherwise in accordance with the foregoing provisions of this power in which case the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired



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**Chairman**