

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
CAVANAGH GROUP PLC
(No 04220482)

At the Annual General Meeting of the above Company duly convened and held at The Courtyard, Staplefield Road, Cuckfield, RH17 5JT on the 25th day of April 2007 at 10:00am, the following resolutions were duly passed: Resolutions 1 to 12 as Ordinary Resolutions and Resolution 13 as a Special Resolution.

ORDINARY RESOLUTIONS

1. To receive the directors' report and financial statements for the year ended 31 December 2006.
2. To re-elect John Campbell as a director of the Company.
3. To re-elect Andrew Fay as a director of the Company.
4. To re-elect Simon Redgrove as a director of the Company.
5. To re-elect Neill Millard as a director of the Company.
6. To re-elect Ken Timmins as a director of the Company.
7. To re-elect Charles Gillespie as a director of the Company.
8. To re-elect Ian Henson as a director of the Company.
9. To re-elect Paul Sinnett as a director of the Company.
10. To elect Paul Hogarth as a director of the Company.
11. To reappoint Baker Tilly as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting of the Company at which financial statements are laid and to authorise the directors to set their remuneration.
12. That in substitution for all existing authorities under that section, the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities within the meaning of that section up to an aggregate nominal amount of £33,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the date of the next annual general meeting of the Company after the passing of this resolution, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.

SPECIAL RESOLUTION

13. That in substitution for all existing authorities and subject to the passing of resolution 12 the directors be generally empowered pursuant to section 95 of the Companies Act 1985 ("Act") to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 12 as if section 89(1) of the Act did not apply to the allotment. This power:

13.1 expires on the date of the next annual general meeting of the Company after the passing of this resolution but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement; and

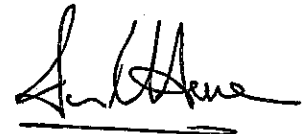
13.2 is limited to:

13.2.1 allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient:

13.2.1.1 to deal with equity securities representing fractional entitlements; and

13.2.1.2 to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and

13.2.2 allotments of equity securities for cash otherwise than pursuant to paragraph 13.2.1 up to an aggregate nominal amount of £20,000



Ian R Henson

Secretary

25 April 2007

Registered office:

The Courtyard
Staplefield Road
Cuckfield
West Sussex
RH17 5JT