
COMPANY LIMITED BY SHARES

Northbridge Industrial Services Plc
("the Company")

SPECIAL RESOLUTIONS

At an Annual General Meeting of the Company held at 45 Moorfields, London, EC2Y 9AE on 14th May 2008 the following Special Resolutions were passed

"THAT the Directors be and or generally empowered (in substitution for any specific of authority conferred upon the Directors pursuant to section 95 of the Act) to allot equity securities pursuant to section 95 of the Act wholly for cash pursuant to the authority referred to in Resolution 6 as if Section 89 (1) of the Act did not apply to any such allotment provided that such power shall be limited to the allotment of equity securities

- 1) in connection with a rights issue, and
- 2) the allotment (otherwise than pursuant to sub-paragraph 1) above of equity securities up to an aggregate nominal amount of £38,150 representing five per cent of the issued share capital,

and such authority shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months after the date of the passing of this Resolution "

"THAT subject to the Company's Articles of Association and section 166 of the Companies Act 1985, the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of section 163(3) of that Act) of its own ordinary shares on such terms and in such manner as the directors of the Company shall determine, provided that.

- 1) the maximum aggregate number of ordinary shares hereby authorised to be acquired is 10% of the present issued share capital of the Company,
- 2) the maximum price which may be paid for each ordinary share is no more than 5% above the average of the price of the ordinary shares of the Company (derived from the London Stock Exchange Daily Official List) for the five business days prior to the date of purchase and the minimum price per ordinary share is the nominal value thereof in each case exclusive of any expenses payable by the Company,

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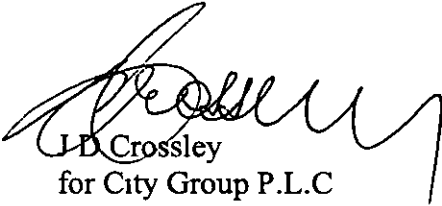
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- 3) the authority hereby given shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may make a purchase of ordinary shares after expiry of such authority in execution of a contract of purchase that was made under and before the expiry of such authority, and
- 4) any shares purchased will be held in Treasury and may be resold at any time ”



J.D. Crossley
for City Group P.L.C
Company Secretaries