

THE COMPANIES ACTS 1985, 1989 AND 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

TYMAN PLC

FRIDAY



LD8

30/08/2013

#106

COMPANIES HOUSE

At the Annual General Meeting of the Company held at 3 Colmore Circus, Birmingham B4 6BH on 24 June 2013 the following resolutions were passed, in the case of resolution 13, as an ordinary resolution, and in the case of resolutions 14 to 16, as special resolutions of the Company -

- 13 **THAT** the directors be and are hereby generally and unconditionally authorised (in substitution for all existing authorities) to exercise all powers of the Company in accordance with section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Rights")
- a up to an aggregate nominal amount of £2,825,365, and
 - b comprising equity securities (as defined in the Act) up to a nominal amount of £5,650,730 (such amount to be reduced by the nominal amount of any shares allotted or Rights granted under paragraph (a) above of this resolution) in connection with an offer by way of a rights issue
 - i to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares, and
 - ii to the holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

such authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 24 September 2014 (unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority expires and the directors may allot shares or grant Rights under any such offer or agreement as if this authority had not expired

- 14 **THAT** the directors be and are hereby empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 13 above or by way of a sale of equity securities held as treasury shares, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to
- a the allotment of equity securities, or sale of equity securities held as treasury shares, in connection with a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders (excluding any shareholder holding shares as treasury shares) and in favour of holders (excluding any holder holding shares as treasury shares) of any other class of equity security in accordance with the rights attached to such class where the equity securities respectively attributable to the interests of such persons on a fixed record date are

proportionate (as nearly may be) to the respective numbers of equity securities held by them, or are otherwise allotted or sold in accordance with the rights attaching to such equity securities (subject in either case to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in any territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever), and

- b the allotment of equity securities and/or sale of equity securities held as treasury shares (otherwise than pursuant to subparagraph a of this Resolution 14 above) up to an aggregate nominal value of £423,804,

and shall expire at the close of the Annual General Meeting of the Company or, if earlier, 24 September 2014, save that the Company may make an offer or agreement before such expiry which would or might require equity securities to be allotted or sold after such expiry and the directors may allot or sell equity securities in pursuance of such an offer or agreement as if the power conferred thereby had not expired

- 15 **THAT** the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares with nominal value of 5 pence each of the Company, on such terms and in such manner as the directors may from time to time determine, provided that

- a the maximum number of ordinary shares of 5 pence nominal value hereby authorised to be purchased is 16,952,190,
- b the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 5 pence,
- c the maximum price, exclusive of any expenses, which may be paid for any such share is an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased,
- d any ordinary shares purchased pursuant to this authority shall be cancelled, or, if the directors so determine, held as treasury shares,
- e the authority hereby conferred shall expire on the close of the next Annual General Meeting of the Company or, if earlier, on 24 September 2014 unless previously renewed, revoked or varied by the Company in general meeting, and
- f the Company may make a contract for the purchase of its ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority and may make purchases of its ordinary shares in pursuance of such a contract as if such authority had not expired

- 16 **THAT** a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice


Company Secretary