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15/05/2017  
COMPANIES HOUSE

Company No: 02806007

**Tyman plc**

**ORDINARY AND SPECIAL RESOLUTIONS**

**PASSED AT ANNUAL GENERAL MEETING**

**HELD 12 MAY 2017**

At the Annual General Meeting of the Company duly convened and held on 12 May 2017 the following resolutions were passed with the requisite majority.

**Ordinary Resolution**

**14.** 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 £2,964,377; and

b. comprising equity securities (as defined in the Act) up to a nominal amount of £5,928,755 (such amount to be reduced by the nominal amount of any shares allotted or Rights granted under subparagraph a. above of this Resolution 14) 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, and this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 12 August 2018 (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.

**Special Resolutions**

**15.** THAT, subject to the passing of Resolution 14, the Directors be and are hereby empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 (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 14 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 (i) ordinary Shareholders (excluding any Shareholder holding shares as treasury shares) in proportion (as nearly as may be practicable) to their respective holdings, and (ii) 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 of 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 treasury shares (otherwise than pursuant to subparagraph a. above of this Resolution 15) up to an aggregate nominal value of £445,101, and this power shall expire at the end of the next Annual General Meeting of the Company or, if earlier, 12 August 2018 (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 equity securities to be allotted or sold after the power expires and the Directors may allot or sell equity securities and/or treasury shares under any such offer or agreement as if this power had not expired.

**16.** THAT, subject to the passing of Resolution 14, the Directors be authorised in addition to any authority granted under subparagraph b. of Resolution 15 to allot equity securities for cash either pursuant to the authority conferred by Resolution 14 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 authority shall be:

a. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £445,101; and

b. used only for the purposes of financing (or refinancing, if the authority is used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice and this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, 12 August 2018 (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 equity securities to be allotted or sold after the power expires and the Directors may allot or sell equity securities under any such offer or agreement as if this power had not expired.

**17.** THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006 (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 26,688,300;

b. the minimum price, excluding expenses, which may be paid for an ordinary share is 5 pence;

c. the maximum price, excluding expenses, which may be paid for any such share is the higher of (i) 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 and (ii) the amount stipulated by Article 6 (1) of the EU Buy-back and Stabilisation Regulation (being the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on

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the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 17 will be carried out);

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 12 August 2018 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 this authority had not expired.

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

Registered Office  
29 Queen Anne's Gate  
London SW1H 9BU

By Order of the Board  
**Tyman plc**

  
**Carolyn Gibson**  
Group Company Secretary  
12 May 2017