

**At the Annual General Meeting – 14<sup>th</sup> July 2010**

of Volex Group plc ("the Company") held at 10 Eastbourne Terrace, London W2 6LG on 14<sup>th</sup> July 2010 the following Special Resolutions were passed

7. THAT, subject to the passing of resolution 6 as set out in the notice of this meeting, and in accordance with Article 17 of the Articles of Association of the Company, the Directors be empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the general authority conferred by resolution 6 as set out in the notice of this meeting and sell relevant shares (as defined in section 560 of the Companies Act 2006) held by the Company as treasury shares (as defined in section 560 of the Companies Act 2006) for cash, as if section 561(1) of the Companies Act 2006 did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares.

- i. in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory
- ii. otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £1,420,540 and such power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2011 or on 30 September 2011, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

8. THAT, the Company be generally and unconditionally authorised, pursuant to Article 10.2 of the Articles of Association of the Company and pursuant to section 701 of the Companies Act 2006, to make market purchases (as defined in section 693 of the Companies Act 2006) of up to 8,523,234 Ordinary Shares of 25p each in the capital of the Company (being approximately 15 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- a. the amount paid for each share (exclusive of expenses) shall be not more than the higher of (i) five percent above the average market value of an Ordinary Share as derived from the Daily Official List of London Stock Exchange plc for the five business days before the date on which the



contract for the purchase is made, or (ii) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange Trading system or less than 25p per share; and

- b the authority herein contained shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2011 or on 30 September 2011, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred hereby had not expired.

9 THAT

- a. The Company may send or supply any document or information to shareholders that is required or authorised to be sent or supplied by the Company.
  - i. Under the Act, or
  - ii. Pursuant to the Company's Articles of Association; or
  - iii. Pursuant to any other rules or regulations to which the Company may be subject by making it available on a website or by other electronic means;
- b. The relevant provisions of the Act shall apply,
- c. This resolution shall supersede any provision of the Articles of Association to the extent that it is inconsistent with this resolution.

10 THAT as permitted by section 307A of the Companies Act 2006 any general meeting of the Company (other than the Annual General Meeting of the Company) shall be called by notice of at least 14 clear days in accordance with the provisions of the Articles of Association of the Company provided that the authority of this Resolution shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2011.



J. N. Temple  
Company Secretary  
Volex Group plc

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Registered Office:  
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