

**API Group plc (169249)**

**(the "Company")**

THURSDAY



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COMPANIES HOUSE

Certified copy of an ordinary and two special resolutions passed at the AGM of the Company on 19 July 2012

#### **Ordinary Resolution**

- a) That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £253,270 81 (being approximately 33 per cent of the issued share capital of the Company) to such persons, at such times and on and subject to such terms and conditions as the Directors may determine. This authority shall expire on the earlier of 18 October 2013 or the conclusion of the Annual General Meeting of the Company to be held in 2013, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.  
and further
- b) That the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £253,270 81 (being approximately 33 per cent of the issued share capital of the Company) provided that this authority shall expire on the earlier of 18 October 2013 or the conclusion of the Annual General Meeting of the Company to be held in 2013, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

#### **Special Resolution**

That the Directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the general authority conferred by resolution 6 as set out in the Notice of this meeting, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited:

- a) to the allotment of equity securities in connection with or pursuant to a rights issue or other issue in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all holders of ordinary shares are proportionate (as nearly as practicable) to the respective numbers of ordinary shares held or deemed to be held by them, subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, or by virtue of shares being represented by depositary receipts, the requirements of any regulatory body or stock exchange, or any other matter; and
- b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities for cash up to an aggregate nominal value of £38,374.36, being approximately 5% of the Company's issued share capital.

This power shall, unless renewed, varied or revoked, expire on the earlier of 18 October 2013 or the conclusion of the Annual General Meeting of the Company to be held in 2013, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power hereby conferred had not expired.

#### **Special Resolution**

That, in accordance with section 701 of the Act, the Company be hereby generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Act) of its own ordinary shares 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 hereby authorised to be purchased is 7,674,873 (being approximately 10% of the current issued ordinary share capital of the Company);
- b) the minimum price which may be paid for an ordinary share is 1p (excluding expenses);
- c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased (excluding expenses); and
- d) the authority hereby conferred shall expire on the earlier of 18 October 2013 or the conclusion of the Annual General Meeting of the Company to be held in 2013 but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract