

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS
AND
SPECIAL RESOLUTION
OF
MWANA AFRICA PLC
(THE "COMPANY")

MONDAY



A34 17/09/2012 #95
COMPANIES HOUSE

At the Annual General Meeting of the Company, duly convened and held in accordance with the Company's Articles of Association at 12 noon on Friday 14 September 2012, the following Resolutions were duly passed, in the case of Resolutions 1 to 11 as Ordinary Resolutions and Resolution 12 as a Special Resolution

ORDINARY RESOLUTIONS

- 1 To receive and adopt the Company's annual accounts for the financial year ended 31 March 2012 together with the directors' report and auditors' report on those accounts
- 2 To re-appoint Kalaa Mpinga as a director
- 3 To re-appoint Donald McAlister as a director.
- 4 To re-appoint John Anderson as a director
- 5 To re-appoint Johan Botha as a director
- 6 To re-appoint Yat Hoi Ning as a director
- 7 To re-appoint Yuan Ching Hu as a director
- 8 To approve the directors' remuneration report for the year ended 31 March 2012
- 9 To re-appoint KPMG Audit Plc as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company
- 10 To authorise the directors to fix the remuneration of the auditors
- 11 THAT in substitution for any existing authority subsisting at the date of this resolution (save to the extent that the same may already have been exercised and for any such powers granted by statute), the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined below) up to an aggregate nominal amount of £4,514,445 98, provided that this authority shall expire on the date of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (whichever is earlier), save that the Company may before this authority expires, is replaced or revoked, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or replacement and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired or, as the case may be, been replaced or revoked

For the purposes of this resolution a "relevant security" means

(a) A share in the Company other than a share allotted pursuant to

- a an employee share scheme (as defined by section 1166 of the Companies Act 2006 (the "Act");
- b a right to subscribe for a share or shares in the Company where the grant of the right itself constituted a relevant security, or
- c a right to convert securities into a share or shares in the Company where the grant of the right itself constituted a relevant security

(b) Any right to subscribe for or to convert any security into a share or shares in the Company other than a right to subscribe for or convert any security into a share or shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act) References to the allotment of relevant securities in this resolution include the grant of such rights.

References to the allotment of "relevant securities" in this resolution shall be constructed accordingly

SPECIAL RESOLUTION

- 12 THAT in substitution for any existing authority subsisting at the date of this resolution (save to the extent that the same may already have been exercised and for any such powers granted by statute) and subject to the passing of resolution 11 above, the directors be and are hereby empowered to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash pursuant to the general authority conferred on the directors pursuant to resolution 11 and to sell equity securities which immediately before the sale are held by the Company as treasury shares (as defined in section 724 of the Act) for cash, in each case as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to
- 12 1 the allotment of equity securities which are offered to all the holders of equity securities of the Company (at a date specified by the directors) where the equity securities respectively attributable to the interests of such holders are as nearly as practicable in proportion to the respective number of equity securities held by them, but subject to such exclusions and other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements and any legal or practical problems under any laws or requirements of any regulatory body or stock exchange in any territory or otherwise,
- 12 2 the grant or issue and allotment of up to 60,089,751 equity securities pursuant to the Mwana Africa Share Option Scheme and/or the Mwana Africa Share Incentive Scheme and/or the Mwana Africa Employee Benefits Trust, and
- 12 3 the allotment (other than pursuant to paragraphs 12.1 and 12 2 above) of equity securities and the sale of treasury shares up to an aggregate nominal value of £2,468,308 58,

provided that such power shall expire on the date of the next Annual General Meeting of the Company or 15 months after the date of the passing of this resolution (whichever is the 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 after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Director

