



**THE COMPANIES ACT 2006**

**CORIN GROUP PLC**

At the Annual General Meeting of Corin Group plc (the “Company”) held at the offices of CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD on 21 June 2012 at 2 00 p m the following resolutions were duly passed

**ORDINARY RESOLUTION**

- 4 To authorise the Directors generally and unconditionally pursuant to 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 to convert any security into shares in the Company (together “relevant securities”) up to an aggregate nominal amount of £713,080 comprising
- (a) an aggregate nominal amount of £356,540 (whether in connection with the same offer or issue as under (b) below or otherwise), and
  - (b) an aggregate nominal amount of £356,540 in the form of equity securities (within the meaning of section 560(1) of the Act) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever,

such authority to expire (unless renewed, varied or revoked by the Company in general meeting) on the earlier of fifteen months from the date that this Resolution is passed and the conclusion of the annual general meeting of the Company to be held in 2013, except 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 pursuant to any such offer or agreement as if such authority had not expired

**SPECIAL RESOLUTIONS**

- 5 That, subject to the passing of Resolution 4, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the general authority conferred on them by Resolution 4 as if the provisions of 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 an issue in favour of holders of ordinary shares of 2 5 pence each in the capital of the Company (whether by way of a rights issue, open offer or otherwise) where the equity securities respectively attributable to the interests of such holders of ordinary shares on a fixed record date are proportionate (as nearly as may be) to the respective number of shares held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or any stock exchange in any territory or in relation to fractional entitlements, and

- (b) to the allotment (otherwise than pursuant to paragraph (a) above) of equity securities having, in the case of shares, a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into shares having a nominal amount not exceeding, in aggregate, the sum of up to £53,480,

and shall expire on the earlier of the date of the annual general meeting of the Company to be held in 2013 and the date which is fifteen months after the passing of this Resolution 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 offer or agreement as if the power conferred hereby had not expired

- 6 To authorise the Directors to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice

  
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CHAIRMAN