

**METNOR GROUP PLC**  
**COMPANY NUMBER 3596379**  
**SPECIAL RESOLUTION**

**At a General Meeting of the members of the above named company duly convened on Friday 17 June 2011 at 11.00am at Metnor House, Mylord Crescent, Killingworth, Newcastle upon Tyne, NE12 5YD the following Special Resolution was passed:**

That, subject to the passing of resolution 5 above, the directors be and they are hereby empowered in accordance with section 570 of the Act to allot equity securities (as defined by section 560 of the 2006 Act) in the company for cash pursuant to the authority conferred upon them by resolution 6 of this notice (as varied from time to time by the company in general meeting) as if section 561 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 a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise or as regards shares held by an approved depository or in issue in uncertified form or otherwise howsoever, and

b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £4,798,349 52 (being an amount equal to the authorised but unissued share capital of the Company),

and shall expire on whichever is the earlier of the conclusion of the next Annual General Meeting of the company or the date falling 15 months from the passing of this resolution unless renewed or extended prior to or at such meeting except that the company may before the expiry of any power contained in this resolution 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

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if either section 89(1) of the Companies Act 1985 or section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities



**K A Atkinson**  
**Company Secretary**

