

THE COMPANIES ACTS 1985 to 2006
ORDINARY AND SPECIAL RESOLUTIONS
OF
DELTA PLC
COMPANY LIMITED BY SHARES

TUESDAY



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COMPANIES HOUSE

At the Annual General Meeting of the above-named Company, duly convened and held at Bridewell 2, the Crowne Plaza, 19 New Bridge Street, London EC4V 6DB on the 6 May 2009 the following **RESOLUTIONS** were duly passed:

As an Ordinary Resolution:

Authority to Allot Shares

7. THAT:

- (a) the directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £8,559,061;
- (b) such authority shall expire on the date of the annual general meeting in 2010 or on 30 June 2010, whichever is the earlier, and shall be in substitution for all previous authorities pursuant to the said Section 80, which are hereby revoked, without prejudice to any allotment of securities pursuant thereto;
- (c) by such authority the directors may make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after the expiry of such period; and
- (d) for the purpose of this Resolution, words and expressions defined in or for the purposes of the said Section 80 shall bear the same meanings herein.

As Special Resolutions:

Authority to disapply pre-emption rights

8. THAT:

- (a) the directors be empowered to allot equity securities wholly for cash:

- (i) in connection with a rights issue; and
 - (ii) otherwise than in connection with a rights issue, up to an aggregate nominal amount of £1,922,046; as if Section 89(1) of the Companies Act 1985 (the "Act") did not apply to any such allotment;
- (b) such power shall expire on the date of the annual general meeting in 2010 or on 30 June 2010, whichever is the earlier, and shall be in substitution for all previous disapplications of Section 89 of the Act, which shall cease to have effect, without prejudice to any allotment of securities pursuant thereto;
- (c) by such power the directors may make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after the expiry of such period;
- (d) for the purposes of this Resolution:
 - (i) "rights issue" means an offer of equity securities open for acceptance for a period fixed by the directors to holders (other than the Company) on the register on a record date fixed by the directors of ordinary shares in proportion to their respective holdings (for which purpose holdings in certificated and uncertificated form may be treated as separate holdings) but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;
 - (ii) references (except in paragraph (e) below) to an allotment of equity securities shall include a sale of treasury shares;
 - (iii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights; and
 - (iv) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings herein; and
- (e) the power in paragraph (a) above, insofar as it relates to the allotment of equity securities rather than the sale of treasury shares, is granted pursuant to the resolution conferring authority under Section 80 of the Act passed on the date hereof.

Authority to Purchase Own Shares

9. THAT

The authority conferred on the Company by a special resolution passed at the extraordinary general meeting of the Company held on 25 April 1990 and subsequently renewed annually to make market purchases (as defined by Section 163(3) of the Companies Act 1985 as amended) of ordinary shares of 25p each in its capital be renewed provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 15,000,000;
- (b) the minimum price which may be paid for each such ordinary share is the nominal value of such share and the maximum price which may be paid for such ordinary shares is not more than 5 per cent. above the average of the middle market quotations for such shares taken from the Daily Official List of London Stock Exchange plc for the five business days in respect of which such Daily Official List is published immediately preceding the date of purchase (in each case excluding expenses);
- (c) unless previously revoked or varied the authority hereby conferred is to expire at the conclusion of the annual general meeting of the Company to be held in 2010 or on 30 June 2010, whichever is the earlier; and
- (d) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which may be or will be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract notwithstanding such expiry.

Authority to Retain a Notice Period of Fourteen Clear Days for General Meetings

10. THAT:

A general meeting other than an annual general meeting may be called on not less than fourteen clear days' notice.



Company Secretary