

No. 00158956

**THE COMPANIES ACT 2006**

**PUBLIC LIMITED COMPANY**

**RESOLUTIONS**

of

**Volex Group plc**

**(Passed 25 July 2011)**

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At the Annual General Meeting of the above-named Company, duly convened and held at 10 Eastbourne Terrace, London, W2 6LG on 25 July 2011 at 2 30 p m the following resolutions were passed as ordinary and special resolutions

**ORDINARY RESOLUTION**

9. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act"), in substitution for all subsisting authorities, to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company

- (a) up to an aggregate nominal amount of £5,207,798, and
- (b) comprising equity securities (within the meaning of section 560(1) of the Act) up to an aggregate nominal amount of £5,207,798 in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be practicable) to the respective number of equity securities held by them, subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise,

and such power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2012 or on 30 September 2012, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted

after such expiry, and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired

### SPECIAL RESOLUTIONS

10. THAT, subject to the passing of Resolution 9, the Directors be and are hereby empowered pursuant to section 570 of the Companies Act 2006 (the “Act”) to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the general authority conferred by Resolution 9, as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to

- (a) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 9 by way of rights issue only) and any other persons entitled to participate in such issue or offering where the equity securities respectively may be attributable to the interests of such holders and persons are proportionate (as nearly as may be practicable) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory, and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £781,169,

and such power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2012 or on 30 September 2012, whichever is 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 by this resolution had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words “pursuant to the general authority conferred by Resolution 9” were omitted

11. THAT the Company be generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006 (the “Act”), to make market purchases (as defined in section 693 of the Act) of up to 6,249,358 ordinary shares of 25p each in the capital of the Company (“**Ordinary Shares**”) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that

- (a) the amount paid for each Ordinary Share (exclusive of expenses) shall be not more than the higher of (i) 5% above the average market value of an Ordinary Share as derived from the Daily Official List of London Stock Exchange plc for the five

business days before the date on which the contract for the purchase is made, or (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System or less than 25p per Ordinary Share, being the nominal amount thereof, and

- (b) the authority herein contained shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 or on 30 September 2012, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own Ordinary Shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own Ordinary Shares in pursuance of such contract as if the authority hereby conferred had not expired
12. THAT the name of the Company be changed to Volex plc
13. THAT
- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and
  - (b) the Articles of Association of the Company produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association
14. THAT as permitted by section 307A of the Companies Act 2006 any general meeting of the Company (other than the Annual General Meeting of the Company) shall be called by notice of at least 14 clear days in accordance with the provisions of the Articles of Association of the Company provided that the authority of this resolution shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2012
15. THAT the capital of the Company be reduced by cancelling and extinguishing all of the issued 7% cumulative preference shares of £1 00 each in the Company (the "Preference Shares") in consideration for which there shall be repaid to the holders of such Preference Shares, whose names appear on the register of members as such at the close of business on the day immediately preceding the effective date of the said reduction of capital, the nominal value of such preference shares together with an amount equal to any arrears or deficiency of the fixed dividend thereon



Company Secretary