

Company number 169249

THE COMPANIES ACT 2006

ORDINARY RESOLUTION OF API GROUP PLC (the "Company")

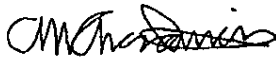
At the annual general meeting of the Company held on 15 July 2014 the following ordinary resolution was passed

ORDINARY RESOLUTION

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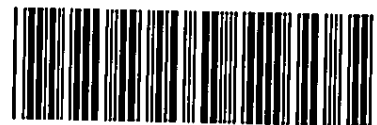
1.1 That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, equity securities in the Company up to an aggregate nominal amount of £253,270.81 (being approximately 33 per cent of the issued share capital of the Company) to such persons, at such times and on and subject to such terms and conditions as the Directors may determine. This authority shall expire on the earlier of 14 October 2015 or the conclusion of the Annual General Meeting of the Company to be held in 2015, save 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 in pursuance of such an offer or agreement as if the authority conferred hereby had not expired, and further

1.2. That the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £253,270.81 (being approximately 33 per cent of the issued share capital of the Company) provided that this authority shall expire on the earlier of 14 October 2015 or the conclusion of the Annual General Meeting of the Company to be held in 2015, 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 an offer or agreement as if the authority conferred hereby had not expired.



Claire Chadwick
Company Secretary

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18/07/2014

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