

**James Fisher and Sons plc**  
**Company No. 00211475**

**RESOLUTIONS APPROVED BY SHAREHOLDERS AT THE ANNUAL  
GENERAL MEETING OF THE COMPANY HELD ON 2<sup>nd</sup> MAY, 2013**

At the meeting of the members of James Fisher and Sons plc (the "Company") held on Thursday 2<sup>nd</sup> May, 2013 the resolutions below were passed

The following resolution was considered as Special Business and was passed as an Ordinary Resolution

**Resolution No 8**  
**- Authority to Allot Shares**

That the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, and convert any security into, shares in the Company (Rights) up to an aggregate nominal amount of £4,172,319 provided that this authority shall expire on the date of the next AGM of the Company or, if earlier, on 2 August 2014, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired, and all authorities previously granted to the directors to allot shares and grant Rights that remain unexercised at the commencement of this meeting be and are hereby revoked

The following resolutions were considered as Special Business and were passed as Special Resolutions

**Resolution No 9**  
**-Disapply pre-emption**

That the directors be hereby empowered to allot equity securities (as defined in section 560 of the Act) of the Company for cash either pursuant to the authority conferred by Resolution 8 and/or where the allotment is treated as an allotment of equity securities under section 560(2)(b) of the Act, in either case 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 offer of securities in favour of the holders of ordinary shares on the register of members at such record date as the directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter, and

TUESDAY



A06      14/05/2013      #68  
COMPANIES HOUSE

- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) to any person or persons of equity securities up to an aggregate nominal amount of £625,848,

and shall expire upon the expiry of the general authority conferred by Resolution 8 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired

**Resolution No 10**

**- Authority to purchase own shares**

**That** the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange of up to a maximum aggregate of 2,503,391 ordinary shares of 25p each in the capital of the Company at a price per share (exclusive of expenses) of not less than 25p and not more than 105% of the average of the middle market quotations for such ordinary share as derived from the London Stock Exchange Official List, for the five business days immediately preceding the day of purchase, unless previously renewed, revoked or varied, such authority will expire at the close of the next AGM of the Company, or if, earlier, on 2 August 2014 save that the Company may purchase ordinary shares at any later date where such purchase is pursuant to any contract or contracts made by the Company before the expiry of this authority

**Resolution No.11**

**- Notice of general meetings**

**That** any general meeting (other than an AGM) may be called by not less than 14 days' clear notice

I hereby certify that the above is a true and fair extract of the minutes of the Annual General Meeting of James Fisher and Sons plc held on 2<sup>nd</sup> May 2013



-----  
M Hoggan  
Company Secretary