

Companies Act 2006
HAVELOCK EUROPA PLC
(Registered No. 0782546)

WEDNESDAY



Notice is hereby given that on 23 June 2010 the following resolutions were passed by the members of Havelock Europa PLC (the "Company") by way of Ordinary (in the case of Resolution 8) and Special (in the case of Resolutions 9 and 10) Resolutions -

ORDINARY RESOLUTION

- 8 That the directors be and are hereby generally and unconditionally authorised pursuant to 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 or to convert any security into shares in the Company up to an aggregate nominal amount of £1,284,402 provided that this authority shall expire on the earlier of 1 October 2011 or the date of the next Annual General Meeting after the passing of this Resolution, save that the Company may before such expiry (or the expiry of any renewal of this authority) make any offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if this authority had not expired, and provided further that this authority shall be in substitution for the authority conferred by a resolution dated 17 June 2009 to the extent unused and shall supersede and revoke any other earlier authorities under section 80 of the Companies Act 1985

SPECIAL RESOLUTIONS

- 9 That, subject to the passing of Resolution 8 proposed at the Annual General Meeting of the Company convened for 23 June 2010, or any adjournment thereof, the directors be and are hereby generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of Section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of 10p each in the capital of the Company) for cash (a) by allotting new equity securities pursuant to any authority for the time being in force conferred on them for the purposes of section 551 of the Act (or section 80 of the Companies Act 1985), or (b) by way of a sale of treasury shares (within the meaning of section 560 of the Act) for cash, as if Section 561 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 or pursuant to a rights issue or any other offer in favour of the holders of equity securities and other persons entitled to participate therein in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares then held by them (or, as appropriate, the number of such securities which such other persons are for those purposes

deemed to hold), but subject to such exclusions or other arrangements as the directors may think fit in relation to fractional entitlements or to deal with problems under the laws of, or requirements of any recognised body or Stock Exchange in, any territory, and

- (b) the allotment (other than pursuant to paragraph (a) of this resolution) of equity securities up to an aggregate nominal value of £192,660,

and shall expire on the date of the next Annual General Meeting of the Company after the passing of this resolution or 1 October 2011 whichever is earlier, save that the Company may, before such expiry, make any 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

- 10 That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (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 ordinary shares of 10 pence each in the capital of the Company ("Ordinary Shares") provided that

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 3,853,205 (representing 10 per cent of the Company's issued ordinary share capital),
- (b) the minimum price which may be paid for such shares is 10 pence per Ordinary Share;
- (c) the maximum price which may be paid for an Ordinary Share shall not be more than the higher of
 - (i) 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased, and
 - (ii) The higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out
- (d) unless previously renewed, varied or revoked, the authority conferred shall expire at the conclusion of the Company's next Annual General Meeting or 18 months from the date of passing this resolution, if earlier,
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred prior to the expiry of such authority which will or may 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 or contracts, and

Director
for and on behalf of
Havelock Europa PLC