

FRIDAY



A1DKUOI2

BTG plc

A35

20/07/2012

#178

Company No. 2670500

COMPANIES HOUSE

At the Company's Annual General Meeting, held at the offices of Stephenson Harwood, 1 Finsbury Circus, London EC2M 7SH, on 17 July 2012 at 2.00 pm, the following special business was considered.

Following the passing of resolutions 1 to 12, covering ordinary business, the following special business resolutions were passed by the meeting

Special Business

13 Donations to political organisations and political expenditure

That in accordance with section 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and all companies which are subsidiaries of the Company during the period when this resolution has effect be and are hereby authorised

- a) to make political donations to political parties and/or independent election candidates, not exceeding £25,000 in total,
 - b) to make political donations to political organisations other than political parties, not exceeding £25,000 in total, and
 - c) to incur political expenditure not exceeding £25,000 in total,
- in each case during the period beginning with the date of passing this resolution and ending at the end of the next Annual General Meeting of the company or on 17 October 2013, whichever is the sooner. In any event, the aggregate amount of political donations and political expenditure made and incurred by the company and its subsidiaries pursuant to this resolution shall not exceed £50,000. For the purposes of this resolution the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Act (Resolution 13)

14 Authority to allot shares

That the directors be 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 and grant rights to subscribe for, or convert any security into, shares

- a) up to a maximum nominal value (within the meaning of Section 551(3) and (6) of the Act) of £10,925,266 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum), and
- b) comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £21,850,532 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or if earlier on 17 October 2013), (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired) (Resolution 14)

Special Resolutions

15 *Disapplication of pre-emption rights*

That, subject to the passing of resolution 14 set out in the notice of the 2011 Annual General Meeting of the Company, the directors be given power pursuant to Sections 570(1) and 573 of the Companies Act 2006 (the 'Act') to

- a) allot equity securities (as defined in Section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution, and
- b) sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares

- i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 14(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, and
- ii) in the case of the authorisation granted under resolution 14(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £1,638,790,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 17 October 2013), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired (Resolution 15)

16 *Reduced notice of a meeting other than an annual general meeting*

That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice, such authority to expire on the date of the next Annual General Meeting of the Company (Resolution 16)