

**COMPANY LIMITED BY SHARES**

**NOTICE OF ORDINARY AND SPECIAL RESOLUTIONS**

**OF**

**INDITHERM PLC**

FRIDAY



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10/05/2013

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COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held on Thursday 2<sup>nd</sup> May 2013 the following Resolutions were passed

**ORDINARY RESOLUTIONS**

**IT WAS RESOLVED**

- 1 To receive and adopt the accounts of the Company for the year ended 31 December 2012 together with the director's report and the auditors report and to approve the recommendation of the directors that no dividend be declared in respect of the year
- 2 To reappoint PricewaterhouseCoopers LLP as auditors of the Company until the conclusion of the next general meeting of the Company at which accounts are laid before the members and to authorise the directors to determine their remuneration
- 3 To re-appoint Mr John Markham, retiring by rotation, as director in accordance with the provisions of the Articles of Association
- 4 To generally and unconditionally authorise the Directors (subject to the passing of Resolution 5 below and in substitution for all existing authorities) to exercise all the powers of the Company to allot relevant securities, within the meaning of Section 551 of the Companies Act 2006 ("the Act") up to an aggregate nominal amount of £25,000 Such authority will expire at the conclusion of the Annual General Meeting next following the passing of this Resolution or, if earlier, 15 months after the date of this Ordinary Resolution Nevertheless the Company may, before the expiry of the authority conferred hereby, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the authority conferred hereby and the Directors may allot the relevant securities, in pursuance of such offer or agreement, as if the authority conferred hereby had not expired

### **SPECIAL RESOLUTION**

- 5 To empower the directors (subject to the passing of Resolution 4 above) pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) pursuant to the authority conferred by Resolution 5 as if section 561(1) and subsections (1)-(6) of section 562 of the Act did not apply to the allotment of equity securities for cash up to an aggregate nominal amount of £25,000



I D Smith

Company Secretary

7 May 2013