

COMPANY LIMITED BY SHARES

NOTICE OF ORDINARY AND SPECIAL RESOLUTIONS

OF

INDITHERM PLC

MONDAY



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22/06/2015

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COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held on Thursday 11th June 2015 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 2014 together with the Report of the director's and the Independent 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 Nick Bettles, retiring by rotation, as director in accordance with the provisions of the Articles of Association
- 4 That the board of directors be generally and unconditionally authorised (in substitution for all existing authorities to the extent unused) 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 £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 the passing of this Resolution. Nevertheless the Company may, before the expiry of the authority conferred hereby, make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of the authority conferred hereby and the directors may allot the shares and grant rights to subscribe or convert securities into shares, in pursuance of such offer or agreement, as if the authority conferred hereby had not expired

SPECIAL RESOLUTION

- 5 That the board of directors of the Company be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 the Act) for cash

pursuant to the general authority conferred by Resolution 4 as set out in this Notice of Annual General Meeting as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £25,000. Such power shall expire on the conclusion of the next annual general meeting of the Company after the passing of this Resolution 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 board may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

- 6 That the Company be generally and unconditionally authorised pursuant to Article 8(A) of the Articles of Association of the Company and pursuant to section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of up to 5,110,000 ordinary shares of £0.01 each in the capital of the Company (being approximately 10 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the directors of the Company may from time to time determine, provided that

(a) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (1) the middle market quotation for ordinary shares as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the trading venue or lower than £0.01 per ordinary share, and

(b) the authority herein contained shall 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 the passing of this Resolution provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.



I D Smith
Company Secretary

11 June 2015