

THE COMPANIES ACT 2006

e2v technologies plc
("the Company")

Company number 4439718

At the Annual General Meeting of the Company duly convened and held at Investec, 2 Gresham Street, London, EC2V 7QP on Wednesday 15 July 2015 at 9 00am, the following resolutions were duly passed (the resolution numbers below correspond to the number set out in the Notice of Annual General Meeting) -

ORDINARY RESOLUTION

Resolution 12 - authority to allot shares

12 To generally and unconditionally authorise the Directors pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company

12 1 to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Relevant Securities"), up to a maximum aggregate nominal amount of £3,644,827, and

12 2 to allot Relevant Securities comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £3,644,827 in connection with an offer by way of a rights issue in favour of holders of ordinary shares of 5 pence each in the capital of the Company ("Ordinary Shares") in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares, but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal, regulatory or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, for a period expiring (unless previously revoked, varied or renewed) on 15 October 2016 or, if sooner, the end of the next Annual General Meeting of the Company, but the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired

All previous unutilised authorities given to the Directors pursuant to section 551 of the Act shall cease to have effect at the conclusion of this Annual General Meeting, save to the extent that those authorities are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made

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SPECIAL RESOLUTIONS

Resolution 13 – to dis-apply pre-emption rights

13 That, subject to the passing of resolution 12 above, the Directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by resolution 12 as if section 561(1) of the Act did not apply to such allotment, provided that this power shall expire on 15 October 2016 or, if sooner, the end of the next Annual General Meeting of the Company. This power shall be limited to the allotment of equity securities

13.1 in connection with an offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement, save that in the case of an allotment pursuant to the authority conferred by paragraph 12.2 of resolution 12, such offer shall be by way of rights issue only) in favour of holders of Ordinary Shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares, but subject to such exclusions, limit restrictions or other arrangements as the Directors deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal, regulatory or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, and

13.2 otherwise than pursuant to paragraph 13.1 up to an aggregate nominal amount of £547,271 but the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after this power expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired

The power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words “pursuant to the authority conferred by resolution 12” were omitted

All previous unutilised powers given to the Directors pursuant to section 570 and section 573 of the Act shall cease to have effect at the conclusion of this Annual General Meeting

Resolution 14 – Company’s authority to purchase its own shares

14 That the Company be generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares on such terms and in such manner as the Directors shall determine, provided that

14.1 the maximum number of Ordinary Shares hereby authorised to be purchased is 21,890,853,

14.2 the maximum price which may be paid for each Ordinary Share shall be the higher of (i) 5% above the average of the middle market quotations for an Ordinary Share (as derived from The Stock Exchange Daily Official List) for the five business days immediately before the day on which the purchase is made 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 or otherwise as stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (2273/2003/EC) (in each case exclusive of all expenses),

14 3 the minimum price which may be paid for each Ordinary Share shall be 5 pence (exclusive of all expenses), and

14 4 this authority (unless previously revoked, varied or renewed) shall expire on 15 October 2016 or, if sooner, the end of the next Annual General Meeting of the Company, except in relation to the purchase of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed, wholly or partly, after such expiry

Resolution 15 - authority to hold meetings on 14 days' notice

15 That general meetings (other than any annual general meeting) of the Company may be called on not less than 14 clear days' notice

A handwritten signature in black ink, appearing to read 'Nick Wargent', with a stylized flourish at the end.

Nick Wargent
General Counsel & Company Secretary
e2v technologies plc