

Company number: 05052874

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COMPANIES HOUSE

THE COMPANIES ACTS 1985 TO 2006

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL

RESOLUTIONS

OF

NCI VEHICLE RESCUE PLC (Company)

Passed on 30<sup>th</sup> September 2011

At an annual general meeting of the Company duly convened and held at 4<sup>th</sup> Floor, Clarendon House, Victoria Avenue, Harrogate, North Yorkshire HG1 1JD on 30<sup>th</sup> September 2011 at 10 00 AM, the following resolutions were duly passed as special resolutions

**SPECIAL RESOLUTIONS**

6 THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ("the Act") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £32,722.00, provided that the authority hereby conferred shall *210*

(a) operate in substitution for and to the exclusion of any previous authority given to the directors pursuant to section 80 of the Companies Act 1985 or section 551 of the Act, and

(b) expire on whichever is earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this resolution unless such authority is renewed, varied, or revoked by the Company in general meeting, save that the Company may at any time before such expiry make an offer or agreement which might require shares in the Company to be allotted, or rights to subscribe for or to convert any security into shares in the Company to be granted, after such expiry and the directors may allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company in pursuance of such offer or agreement as if the authority hereby conferred had not expired

7 THAT, subject to the passing of Resolution 6, the directors be and they are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash as if section 561(1) of the Act did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 6 above (as varied from time to time by the Company in general meeting) and/or by way of a sale of treasury shares PROVIDED THAT such power shall be limited to

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(a) the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interest of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with treasury shares, fractional entitlements or legal or practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise;

(b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £24,541 66, and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 95 of the Companies Act 1985 or sections 570 or 573 of the Act and shall expire on whichever is the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this resolution unless such power is renewed or extended prior to or at such meeting, except that the Company may before the expiry of any power contained in this resolution make an 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.

8. THAT the company be generally and unconditionally authorised to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of ordinary shares of 1 pence each in the capital of the company ("ordinary shares") on such terms and in such manner as the directors may from time to time determine, provided that:

(a) the maximum number of ordinary shares authorised to be purchased shall be 981,666;

(b) the minimum price which may be paid for an ordinary share is 1 pence;

(c) the maximum price which may be paid for an ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share (as derived from the PLUS-Quoted Market) for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased;

(d) the minimum and maximum prices per ordinary share referred to in sub-paragraphs (b) and (c) of this resolution are in each case exclusive of any expenses payable by the company;

(e) the authority conferred by this resolution shall expire at the conclusion of the annual general meeting of the company in 2012 or, if earlier, on the date which is six months from



the end of the company's next financial year, unless such authority is varied, revoked or renewed prior to such time by the company in general meeting by special resolution; and

(f) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

Signed

Alaric McDermott

Company Secretary