

THE COMPANIES ACTS 1985 to 2006
SPECIAL RESOLUTIONS
OF
ACCSYS TECHNOLOGIES PLC
COMPANY LIMITED BY SHARES

TUESDAY



A18 25/09/2012 #355
COMPANIES HOUSE

At the 2012 Annual General Meeting of the above-named Company, duly convened and held at Royal Albert House, Sheet Street, Windsor SL4 1BE, England on the 13th day of September 2012, the following **SPECIAL RESOLUTIONS** were duly passed unanimously and on a show of hands

- 1 **IT WAS RESOLVED THAT** the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash pursuant to the general authority conferred on the Directors pursuant to resolution no 7 of the notice of Annual General Meeting of which this resolution forms part and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of that Act did not apply to such allotment and/or sale, provided that this power shall be limited to the allotment of equity securities and/or sale of treasury shares -

- (a) in connection with or pursuant to a rights issue, open offer or any other pre-emptive offer in favour of the holders of ordinary shares and other persons entitled to participate therein in proportion (as nearly as may be) to their respective holdings of ordinary shares (or, as appropriate, the number of ordinary shares which such other persons are for those purposes deemed to hold), subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with record dates, fractional entitlements or legal, regulatory or practical problems under the laws of any territory or the regulations or requirements of any regulatory body or any stock exchange in any territory, - and
- (b) (other than pursuant to sub-paragraph 9(a) above) up to an aggregate nominal amount of €408,726 59,

and such power shall expire on the date of the Annual General Meeting of the Company to be held in 2013 or, if earlier, the date being 15 months after the passing of this resolution, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted and/or treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired This power shall be in substitution for any previous powers granted in this regard by the Company

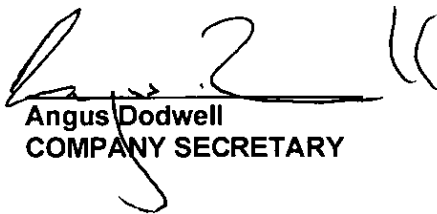
- 2 **IT WAS RESOLVED THAT** the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make one or more market purchases (as defined by section 693(4) of the Act) of ordinary shares of €0 01 each in the capital of the Company ("**ordinary shares**") provided that -

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 40,872,659 ordinary shares,
- (b) the minimum price which shall be paid for the ordinary shares is €0 01 for each share, and the maximum price (exclusive of expenses) which may be paid for such

shares is the highest of (i) an amount equal to 5 per cent above the average of the middle market quotations derived from the London Stock Exchange Daily Official List for the 5 business days before the purchase is made and (ii) the higher of the price paid of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,

- (c) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013 or 15 months after the date of passing of this resolution (whichever is the earlier), and

the Company may, before such expiry, make a contract to purchase its own shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own shares in pursuance of such a contract as if the power had not ended



Angus Dodwell
COMPANY SECRETARY