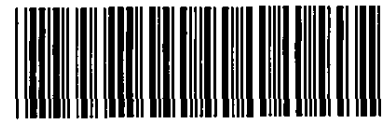


Company Number: 5969271

THE COMPANIES ACT 2006

OXECO PLC

WEDNESDAY



A33

\*A7H5IJJN\*

28/04/2010

COMPANIES HOUSE

456

A PUBLIC COMPANY LIMITED BY SHARES

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## RESOLUTIONS

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At the **ANNUAL GENERAL MEETING** of the above Company duly convened and held at 17 Hanover Square, London, W1S 1HU on 21 April 2010 at 10 00 am, the following **RESOLUTIONS** were duly passed

### Ordinary Resolution

- 6 THAT the Directors be and they hereby are generally and unconditionally (in substitution for all previous powers granted thereunder) to allot relevant securities (within the meaning of section 551 of the Companies Act 2006) up to an aggregate nominal amount of £200,000 00 provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2011 or 30 June 2011 (whichever is the earlier), unless and to the extent that such authority is renewed, varied, revoked or extended prior to such date, that the Company may before such expiry make an offer or agreement which would, or might, require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby has not expired This authority shall be in substitution for any other authority to allot relevant securities but is without prejudice to the continuing authority of the Directors to allot relevant securities in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made

### Special Resolutions

- 7 THAT the Directors be and they hereby are authorised and empowered pursuant to section 570 of the Act (in substitution for all previous powers granted thereunder) to allot equity securities (within the meaning of section 560 of the Companies Act 2006) (the "Act") for cash pursuant to the authority conferred by the ordinary resolution at Resolution 6 above as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to
- a. the allotment of equity securities on a pro rata basis in favour of shareholders where the equity securities respectively attributable to the interests of such shareholders are proportionate (as nearly as maybe) to the respective number of ordinary shares held by them, but subject to such exclusions and other arrangements as the Directors may

deem necessary or expedient to deal with legal or practical problems in respect of overseas holders, fractional entitlements or otherwise,

- b the allotment (other than pursuant to sub-paragraph (a) above) of equity securities having in the case of relevant shares (as defined for the purpose of section 561 of the Act) a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having a nominal amount not exceeding £60,000 00 (representing 10% of the issued share capital of the Company at the date of this notice) in aggregate,

provided that this power shall expire at the conclusion of the annual general meeting of the Company to be held in 2011 or 30 June 2010 (whichever is earlier) unless and to the extent that such authority is renewed, varied, revoked or extended prior to such date that the Company may, before expiry of this power, make any offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the directors may allot equity securities in pursuance of such offer or agreement as if the power had not expired

- 8 THAT the Company be and is hereby generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693(5) of the Companies Act 2006) of its own ordinary shares of 0 1p each ("Ordinary Shares") on such terms and in such manner as the directors of the Company shall determine, the general authority conferred by this resolution shall

- a be limited to a maximum of 89,940,000 Ordinary Shares (being 14.99 per cent of the issued share capital of the Company as at 26 March 2010);
- b not permit payment of a price per Ordinary Share, exclusive of expenses of less than 1p or more than 105% of the average price at which business was done in the Ordinary Shares of the Company in the five business days preceding the purchase,
- c expire on the earlier of the conclusion of the annual general meeting of the Company to be held in 2011 or 30 June 2011 (whichever is earlier) save that the Company may before the expiry of the power hereby conferred contract to purchase its own Ordinary Shares which contract requires or might require the purchase of such Ordinary Shares wholly or partly after such expiry



Chairman