

COMPANIES ACT 2006
ORDINARY AND SPECIAL RESOLUTIONS
of

HSS Hire Group plc (the *Company*)

The following resolutions were duly passed by members of the Company as ordinary and special resolutions on 16 June 2015

ORDINARY RESOLUTION 10

THAT:

(a) the Directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Act to

(1) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company

(A) up to an aggregate nominal amount of £515,873, and

(B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £1,031,746 (including within such limit any shares issued or rights granted under paragraph (a)(1)(A) above) in connection with an offer by way of a rights issue

(I) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings, and

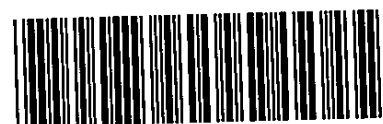
(II) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date that is 15 months after the date this resolution is passed), and

(ii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired,

(b) subject to paragraph (c) below, all existing authorities given to the Directors pursuant to section 551 of the Act be revoked by this resolution, and



(c) paragraph (b) above shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made

SPECIAL RESOLUTION 12

THAT in place of all existing powers, the Directors of the Company be generally empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (as defined in the Act) in the Company for cash pursuant to the authority conferred by resolution 10 as if section 561 of the Act did not apply to such allotment This power

(a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date that is 15 months after the date this resolution is passed), but 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 directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired, and

(b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 10(a)(i)(B), by way of a rights issue only)

(i) to the holders of Ordinary Shares in proportion (or as nearly as may be practicable) to their existing holdings, and

(ii) to people who hold other equity securities, if this is required by the rights of those securities, or, if the directors consider it necessary, as permitted by the rights of those securities,

except that the Directors may impose any limits or restrictions and make arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, and

(c) in the case of the authority granted under Resolution 10(a)(i)(A), shall be limited to the allotment of equity securities for cash (otherwise than pursuant to paragraph (b) above) up to an aggregate nominal amount of £154,760

This power applies in relation to a sale of shares which is an allotment 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 10' in the notice of the meeting were omitted

SPECIAL RESOLUTION 13

THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares, subject to the following conditions

(a) the maximum number of Ordinary Shares authorised to be purchased is 15,476,190,

(b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is £0.01 (being the nominal value of an Ordinary Share),

(c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the higher of (i) an amount equal to 105% of the average of the middle market quotations of an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased, and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System (SETS),

(d) this authority shall expire at the close of the AGM of the Company held in 2016 (or, if earlier, at the close of business on the date that is 18 months after the date this resolution is passed), and

(e) a contract to purchase shares under this authority may be made before the expiry of this authority, and concluded in whole or in part after the expiry of this authority

SPECIAL RESOLUTION 14

THAT the Company may send or supply any document or information that is required or authorised to be sent or supplied to a member or any other person by the Company by a provision of the Companies Acts (as defined in section 2 of the Act), or pursuant to the Articles or to any other rules or regulations to which the Company may be subject, by making it available on a website, and the provisions of the Act which apply to sending or supplying a document or information required or authorised to be sent or supplied by the Companies Acts by making it available on a website shall, the necessary changes having been made, also apply to sending or supplying any document or information required or authorised to be sent by the Articles or any other rules or regulations to which the Company may be subject by making it available on a website and this resolution shall supersede any provision in the Articles to the extent that it is inconsistent with this resolution

SPECIAL RESOLUTION 15

THAT a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice

Signed . 

Paul Devereux

Interim Company Secretary