

Avera Group PLC
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The following resolutions were passed at the Annual General Meeting held on 7 July 2010
Resolutions 12, 14, 15 and 16 are special resolutions All other resolutions are ordinary resolutions

- 1 To receive the reports of the Directors, the accounts of the Company and the auditor's reports for the year ended 31 March 2010
- 2 To approve the Directors' Remuneration Report for the year ended 31 March 2010
- 3 To declare a final dividend of 13 9 pence per Ordinary Share in respect of the year ended 31 March 2010 to shareholders on the register of members at close of business on 25 June 2010 payable on 30 July 2010
- 4 To re elect Richard Longdon as a Director of the Company
- 5 To re-elect Paul Taylor as a Director of the Company
- 6 To re-elect Nicholas Prest as a Director of the Company
- 7 To re-elect Jonathan Brooks as a Director of the Company
- 8 To re-elect Philip Dayer as a Director of the Company
- 9 To elect Hervé Coutuner as a Director of the Company
- 10 To reappoint Ernst & Young LLP as auditors of the Company
- 11 To authorise the Directors to fix the remuneration of the auditors
- 12 That the Company be generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of Section 693(4) of the Act) of any of its ordinary shares of 3 1/8 pence each in the capital of the Company (the "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 hereby authorised to be purchased is 6,792,820,
 - b) the minimum price that may be paid for each Ordinary Share (exclusive of expenses) is 3 1/8 pence,
 - c) the maximum price (exclusive of expenses) that 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 for an Ordinary Share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such 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);

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- d) the authority hereby conferred shall expire on 6 October 2011 or at the close of the next Annual General Meeting of the Company whichever shall be the earlier, and
- e) the Company may contract to purchase its Ordinary Shares under the authority hereby conferred prior to the expiry of such authority that will or might be executed wholly or partly after the expiration of such authority, and may purchase its Ordinary Shares in pursuance of any such contract

13 That the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares

- a) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £754,757 86 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum), and
- b) comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £1,509,515 72 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or if earlier on 6 October 2011), (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).

14 That subject to the passing of resolution 13 set out in the notice of the 2010 Annual General Meeting of the Company, the Directors be given power pursuant to Sections 570(1) and 573 of the Companies Act 2006 (the "Act") to

- a) allot equity securities (as defined in Section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution, and
- b) sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash, as if Section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares
 - i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution

13(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, and

- ii) in the case of the authorisation granted under resolution 13 (a) (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £113,213 68, and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 6 October 2011), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired

15 That

- a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and
- b) the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

16 That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice

By order of the Board

Signed



Paul Taylor

Company Secretary

7 July 2010

Registered office High Cross, Madingley Road, Cambridge CB3 0HB