

Company Number : 30226

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
OF
JAMES CROPPER PUBLIC LIMITED COMPANY**

At the Annual General Meeting of the Company duly convened and held on 31 July 2013 the following resolutions were duly passed as special resolutions of the Company

10 That the directors be authorised for the purpose of Section 551 of the Companies Act 2006 to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £283,413 provided that -

10 1 except as provided in paragraph 11 2 below this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or 15 months from the date of this resolution (whichever is earlier) but may be previously revoked or varied by an ordinary resolution of the Company, and

10 2 the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company or the grant of rights to subscribe for, or to convert any security into, shares in the Company 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 notwithstanding that the authority conferred by this resolution has expired

11 That subject to the passing of and pursuant to the general authority conferred by the resolution numbered 10 in the notice convening this meeting the directors be empowered pursuant to Section 570 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in Section 560 of the Act) for cash, either pursuant to the authority so conferred or where the equity securities are held by the Company as treasury shares (within the meaning of Section 724(5) of the Act), as if Section 560 of the Act did not apply to any such allotment, provided that this power shall be limited to -

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11 1 the allotment of equity securities in connection with any rights or other pre-emptive issue in favour of the ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them on a fixed record date (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever), and

11 2 otherwise than pursuant to paragraph (a) of this resolution, the allotment of equity securities up to an aggregate nominal amount of £221,659,

and shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or 15 months from the date of this resolution (whichever is earlier) except that 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 any such offer or agreement as if the power conferred by this resolution had not expired

12 That the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 ("the Act") to make market purchases (within the meaning of Section 693(4) of the Act) on the London Stock Exchange of ordinary shares of 25p each in the capital of the Company either for cancellation or to hold as treasury shares (within the meaning of Section 724(5) of the Act) provided that -

12 1 the maximum aggregate number of ordinary shares hereby authorised to be purchased is 1,329,952,

12 2 the maximum number of shares held in treasury will never exceed 10% of the issued share capital of the Company,

12 3 the minimum price which may be paid for such shares is 25p per ordinary share,

12 4 the maximum price which may be paid for such ordinary shares shall not be more than 5% above the average of the market values for an ordinary share as derived from the AIM appendix to the London Stock Exchange's Daily Official List for the five business days immediately preceding the date on which the ordinary shares are purchased,

12 5 unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Company's next Annual General Meeting or 15 months from the date of this resolution (whichever is earlier), and

12 6 the Company may make a contract or contracts to purchase ordinary shares under the authority conferred by this resolution prior to the expiry of such

authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts

A handwritten signature in black ink, appearing to read "D. R. Carey". The signature is written in a cursive style with a horizontal line under the name.

Company Secretary

Date 31 July 2013