

**TT electronics plc**  
**Company Number: 87249**

Extract of the Minutes of the Annual General Meeting of the Company held at the offices of Hudson Sandler Financial and Corporate Communications, 2<sup>nd</sup> Floor, 29 Cloth Fair, London EC1A 7NN on 15 May 2012 at 11.30 am

**Resolution 9:**

The Chairman proposed as an Ordinary Resolution that the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company 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 £25,876,370.32 comprising:

- (a) an aggregate nominal amount of £12,938,185.16 (whether in connection with the same offer or issue as under (b) below or otherwise); and
- (b) an aggregate nominal amount of £12,938,185.16, in the form of equity securities (as defined in section 560 of the Companies Act 2006) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever,

such authority to expire (unless renewed, varied or revoked by the Company in general meeting) on the earlier of fifteen months from the date this resolution is passed and the conclusion of the Annual General Meeting of the Company to be held in 2013, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares or grant such rights pursuant to any such offer or agreement as if such authority had not expired. The resolution was passed by the members on a show of hands.

**SPECIAL RESOLUTIONS**

**Resolution 11:**

The Chairman proposed as a Special Resolution that the Directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 9 above and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of that Act, in each case as if section 561 of that Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (a) any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in

any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (b) any such allotment and/or sale, otherwise than pursuant to paragraph (a) above, of equity securities having, in the case of ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £1,940,727.77.

such authority to expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by resolution 9 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired. The resolution was passed by the members on a show of hands.

**Resolution 12:**

The Chairman proposed as a Special Resolution that the Company be authorised to make stock market purchases of its own shares up to 10% of the issued ordinary share capital, such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2013. The resolution was passed by the members on a show of hands.

**Resolution 13:**

The Chairman proposed as a Special Resolution that a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice. The resolution was passed by the members on a show of hands.

I hereby certify the above to be a true extract

  
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W J Sharp  
Group Company Secretary

15 May 2012