

Company Number: 974568

THE COMPANIES ACT 2006

**Hunting PLC**  
(the "Company")

At the Annual General Meeting ("AGM") of the Company duly convened and held at The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS, on Wednesday, 15 April 2015, resolution 12 was passed as an ordinary resolution and resolutions 13 to 15 as special resolutions:

**Ordinary Resolutions**

12. To authorise the Directors generally and unconditionally 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 (together "relevant securities") up to an aggregate nominal amount of £24,744,780 comprising:
- (a) an aggregate nominal amount of £12,372,390 (whether in connection with the same offer or issue as under (b) below or otherwise); and
  - (b) an aggregate nominal amount of £12,372,390 in the form of equity securities (within the meaning of section 560(1) 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 15 months from the date this resolution is passed or the conclusion of the AGM of the Company to be held in 2016, except that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if such authority had not expired.

**Special Resolutions**

13. To empower the Directors pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of that Act) for cash pursuant to the general authority conferred on them by resolution 12 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(1) 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 an aggregate nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having an aggregate nominal amount, not exceeding the sum of £1,855,858 .

This authority shall 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 12 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.

- 14. To authorise the Company generally and unconditionally to make market purchases (as defined in section 693(4) of the Companies Act 2006) of its Ordinary shares of 25 pence each provided that in doing so it:

- (a) purchases no more than 22,255,455 Ordinary shares of 25 pence each in aggregate;
- (b) pays not less than 25 pence (excluding expenses) per Ordinary share of 25 pence each; and
- (c) pays a price per Ordinary share that is not more (excluding expenses) per Ordinary share than the higher of: (i) 5% above the average of the middle market quotations for the Ordinary shares as derived from the Daily Official List for the five business days immediately before the day on which it purchases that share; and (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003).

This authority shall expire 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the AGM of the Company to be held in 2016, except that the Company may, if it agrees to purchase Ordinary shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

- 15. To authorise the Directors to call a general meeting of the Company, other than an AGM, on not less than 14 clear days' notice.