St Ives plc

(Company No.: 1552113)

ORDINARY RESOLUTION

At the 34th Annual General Meeting of St Ives plc ("the Company"), duly convened and held at One Tudor Street, London EC4Y 0AH at 11.00 a.m. on 26th November 2015, the following resolution was duly passed as an Ordinary Resolution:

"THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):

(a) up to an aggregate nominal amount of £4,400,615.80 (equating to 44,006,158 ordinary shares); and

(b) up to a further aggregate nominal amount of £4,400,615.80 (equating to 44,006,158 ordinary shares) provided that:

(i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006); and

(ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire on the date of the next Annual General Meeting of the Company or, if earlier, on 26 February 2017, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked."

D Fattal
Company Secretary
St Ives plc
26th November 2015

St Ives plc

(Company No.: 1552113)

SPECIAL RESOLUTION

At the 34th Annual General Meeting of St Ives plc ("the Company"), duly convened and held at One Tudor Street, London EC4Y 0AH at 11.00 a.m. on 26th November 2015, the following resolution was duly passed as a Special Resolution:

"THAT the Directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 12 above or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

(a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 12 by way of a rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and

(b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 13) to any person or persons of equity securities up to an aggregate nominal value of £1,321,091.11 (equating to 13,210,911 ordinary shares),

and shall expire upon the expiry of the general authority conferred by the Resolution 12 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired."

D Fattal
Company Secretary
St Ives plc
26th November 2015

St Ives plc

(Company No.: 1552113)

SPECIAL RESOLUTION

At the 34th Annual General Meeting of St Ives plc ("the Company"), duly convened and held at One Tudor Street, London EC4Y 0AH at 11.00 a.m. on 26th November 2015, the following resolution was duly passed as a Special Resolution:

"THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each of the Company 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 acquired is 13,201,847 (i.e. £132,018.47 in nominal value) representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 27 October 2015 (the last practicable date prior to publication of this notice);

(b) the minimum price which may be paid for any such share is 10 pence;

(c) the maximum price which may be paid for any such 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) the amount stipulated by Article 5(1) of the EU Buy-Back and Stabilisation Regulation (being the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 14 will be carried out);

(d) the authority hereby conferred shall expire on the date of the next Annual General Meeting or 26 February 2017 whichever is earlier unless previously renewed, varied or revoked by the Company in general meeting; and

(e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract."

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D Fattal
Company Secretary
St Ives plc
26th November 2015

St Ives plc

(Company No.: 1552113)

SPECIAL RESOLUTION

At the 34th Annual General Meeting of St Ives plc ("the Company"), duly convened and held at One Tudor Street, London EC4Y 0AH at 11.00 a.m. on 26th November 2015, the following resolution was duly passed 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."

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D Fattal
Company Secretary
St Ives plc
26th November 2015