

**Companies Act 2006
Public Company Limited by Shares
Print of Resolutions
of
Headlam Group plc ("the Company")**

At the sixty third Annual General Meeting of the Company duly convened and held at the group's distribution facility located at Gorsey Lane, Coleshill, Birmingham, B46 1LW on Friday 17 June 2011 at 10.00 a.m. the following resolutions of the Company were duly passed, of which resolution 8 was passed as an ordinary resolution and resolutions 9 to 12 were passed as special resolutions:

8. Authority to allot shares

(a) THAT the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to allot shares in the company, and to grant rights to subscribe for or to convert any security into shares in the company, up to an aggregate nominal amount of £1,122,500 for a period expiring (unless previously renewed, varied or revoked by the company in general meeting) at the end of the 2012 AGM (or, if earlier, at the close of business on 30 June 2012), and save that the company may before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the directors may allot shares and grant rights in pursuance of any such offer or agreement as if this authority had not expired;

(b) THAT, subject to paragraph (c), all existing authorities given to the directors pursuant to section 551 of the Act be revoked by this resolution; and

(c) THAT paragraph (b) shall be without prejudice to the continuing authority of the directors to allot shares or grant rights to subscribe for or convert any security into shares pursuant to an offer or agreement made by the company before the expiry of the authority pursuant to which such offer or agreement was made.

9. Dis-application of pre-emption rights

THAT, subject to the passing of resolution 8 in this Notice and in place of all existing powers to allot securities given to the directors, the directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred by resolution 8 in this Notice, as if section 561 of the Act did not apply to the allotment. This power:

(a) expires (unless previously renewed, varied or revoked by the company in general meeting) at the end of the 2012 AGM if passed (or, if earlier, at the close of business on 30 June 2012), save 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 this power had not expired; and

(b) shall be limited to:

- (i) the allotment of equity securities in connection with an issue to holders of ordinary shares of 5 pence in the capital of the company in proportion (as nearly as may be practicable) to their existing holdings and to people who hold other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (ii) the allotment of equity securities for cash otherwise than pursuant to paragraph 12(b)(i) up to an aggregate nominal amount of £213,000.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if, in the first paragraph of this resolution, the words "pursuant to the authority conferred by resolution 8 in this Notice" were omitted.

10. Authority to purchase own shares

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5 pence in the capital of the Company, subject to the following conditions:

- (a) the maximum number of ordinary shares which may be purchased is 8,536,000;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 5 pence;
- (c) the maximum price (exclusive of expenses) which 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 of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the 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; and
- (d) the authority conferred by this resolution shall expire at the conclusion of the 2012 AGM or, if earlier, at the close of business on 30 June 2012 (except in relation to the purchase of shares the contract for which was made before the expiry of this authority and which might be concluded wholly or partly after such expiry).

11. Shareholder rights directive

That the company be and is hereby generally and unconditionally authorised to hold general meetings (other than annual general meetings) on 14 days' clear notice from the date of the passing of this resolution, provided that the authority shall expire at the conclusion of the annual general meeting of the company to be held in 2012 or 30 June 2012, whichever is the earlier.

12. Headlam Group Co-Investment Plan 2008

That the Remuneration Committee be and it is hereby authorised to adopt the amendments to the Headlam Group Co-Investment Plan 2008 (the "Co-Investment Plan") shown in the version of the Co-Investment Plan rules which have been produced to the meeting and initialled by the Chairman (for the purposes of identification) and a summary of the main provisions of which amendments is set out in the explanatory notes on page 112 and to do all such acts and things as may be necessary or expedient to give effect to the same.

Chairman

