

## RESOLUTIONS

of

## TREATT PLC

At the ANNUAL GENERAL MEETING of the Company held at Northern Way, Bury St. Edmunds, Suffolk IP32 6NL on 24<sup>th</sup> February 2014, the following Resolutions were passed as Ordinary and Special Resolutions respectively.

### ORDINARY RESOLUTION

9. THAT:

The Remuneration Policy be and is hereby approved.

10. THAT:

(a) In accordance with Section 551 of the Companies Act 2006 (the 'Act') the Directors be and are hereby generally and unconditionally authorised 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) within the terms of the restrictions and provisions following; namely:

- (i) this authority shall (unless previously revoked, varied or renewed) expire on the earlier of the date of the next Annual General Meeting of the Company following the passing of this Resolution and 23 May 2015; and
- (ii) this authority shall be limited to the allotment of shares and the granting of Rights up to an aggregate nominal amount of £345,850 (representing approximately 33 per cent of the existing issued share capital of the Company).

(b) For the purpose of sub-paragraph (a) above:

- (i) the said power shall allow and enable the Directors to make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares and grant Rights in pursuance of such an offer or agreement as if the power conferred hereby had not expired; and
- (ii) words and expressions defined in or for the purpose of Part 17 of the Act shall bear the same meaning herein.

11. THAT :

The maximum aggregate fees permitted to be paid to the Non-executive Directors' of the Company, pursuant to article 18.3 of the Company's articles of association, be and is hereby increased from £150,000 to £225,000.

12. THAT:

The Treatt plc Long Term Incentive Plan, the main terms of which are summarised in the explanatory notes accompanying this notice of meeting, to be constituted by the rules produced to the meeting and signed by the Chairman for the purposes of identification, be and is hereby approved and adopted for five years from the date of approval by shareholders.

13. THAT:

The Treatt plc Share Incentive Plan, the main terms of which are summarised in the explanatory notes accompanying this notice of meeting, to be constituted by the trust deed and rules produced to the meeting and signed by the Chairman for the purposes of identification, be and is hereby approved and adopted for ten years from the date of approval by shareholders and the Directors are hereby authorised:

- a) to do all acts and things necessary to carry the same into effect, including the making of any changes to the trust deed and rules as may be necessary to obtain the approval of HM Revenue & Customs and/or such other approvals as the Directors may consider necessary or desirable to obtain; and

b) at their discretion, to adopt similar all-employee plans as they deem appropriate for the benefit of employees and Directors of the Company and its subsidiaries, on identical terms, which are located outside the United Kingdom.

### SPECIAL RESOLUTIONS

14. THAT:

(a) Conditionally upon the passing of Resolution 10 above and in accordance with Section 570 of the Act, the Directors be and are hereby given power to allot equity securities pursuant to the authority conferred by Resolution **Error! Reference source not found.** above as if Section 561 of the said Act did not apply to any such allotment provided that:

(i) the power hereby granted shall be limited:

(aa) to the allotment of equity securities in connection with or pursuant to an offer by way of rights to the holders of shares in the Company and other persons entitled to participate therein, in the proportion (as nearly as may be) to such holders' holdings of such shares (or, as appropriate, to the number of shares which such other persons are for these purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors may feel necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of or the requirements of any recognised regulatory body in any territory; and

(bb) to the allotment (otherwise than pursuant to sub-paragraph (i)(aa) of this proviso) of equity securities up to an aggregate nominal amount of £52,400 (representing approximately 5 per cent of the existing issued share capital of the Company);

(ii) the power hereby granted shall expire on the earlier of the date of the next Annual General Meeting of the Company following the passing of this Resolution and 23 May 2015;

(b) (i) the said power shall allow and enable the Directors to make an offer or agreement before the expiry of the said power which would or might require securities to be allotted pursuant to the agreement as if the power conferred herein had not expired; and

(ii) words and expressions defined in or for the purpose of Part 17 of the Act shall bear the same meaning herein.

15. THAT :

The Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 10p each in the capital of the Company ("ordinary shares") provided that:

(a) the maximum number of ordinary shares authorised to be purchased is 1,048,000 (representing approximately 10 per cent of the present issued share capital of the Company);

(b) the minimum price (excluding stamp duty, dealing or other costs) which may be paid for an ordinary share so purchased is 10p;

(c) the maximum price which may be paid for an ordinary share so purchased is an amount equal to 5 per cent above the average of the middle market quotations shown for an ordinary share in The London Stock Exchange Daily Official List on the five business days immediately preceding the day on which that ordinary share is purchased;

(d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2015, unless such authority is renewed, varied or revoked prior to such time; and

(e) the Company may prior to the expiry of such authority make a contract to purchase ordinary shares under the authority hereby conferred 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.



Anita Steer  
Company Secretary