

RESOLUTIONS

of

TREATT PLC

At the ANNUAL GENERAL MEETING of the Company held at Northern Way, Bury St. Edmunds, Suffolk IP32 6NL on 30th January 2015, the following Resolutions were passed as Ordinary and Special Resolutions respectively.

ORDINARY RESOLUTIONS

THAT:

The Remuneration Policy be and is hereby approved.

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 30 April 2016; 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.

THAT:

The Treatt plc 2015 Save As You Earn Share Option Scheme ('SAYE'), 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 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 rules as may be necessary to take account of the requirements of HM Revenue & Customs and/or to do all other such acts as the Directors may consider necessary or desirable to implement the SAYE; and
- b) to adopt further all-employee share plans based on the SAYE but modified to take account of local tax, exchange control or securities laws in overseas territories provided that any shares made available under such further arrangements are treated as counting against the limits on individual and overall participation in such schemes.

SPECIAL RESOLUTIONS

THAT:

- (a) Conditionally upon the passing of Resolution 9 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 the Resolution 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 30 April 2016;
- (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.

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 2p each in the capital of the Company ("ordinary shares") provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 5,240,510 (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 2p;
- (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 2016, 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.

THAT:

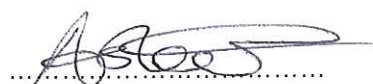
- (a) the Company be and it is hereby authorised to release, abandon and undertake not to pursue any and all rights and claims it has or may have against shareholders on the register of members on the relevant dividend record dates arising out of:
 - (i) the payment of 0.74p* per ordinary share by way of an interim dividend on 2 October 2009;
 - (ii) the payment of 0.82p* per ordinary share by way of an interim dividend on 15 October 2010;
 - (iii) the payment of 0.96p* per ordinary share by way of an interim dividend on 21 October 2011;
 - (iv) the payment of 1.94p* per ordinary share by way of a final dividend on 2 March 2012;

- (v) the payment of 1.02p* per ordinary share by way of an interim dividend on 19 October 2012;
- (vi) the payment of 1.10p* per ordinary share by way of an interim dividend on 18 October 2013;
- (vii) the payment of 2.60p* per ordinary share by way of a final dividend on 4 April 2014;
- (viii) the payment of 1.24p per ordinary share by way of an interim dividend on 17 October 2014;

together, the dividends referred to in sub-paragraphs (a)(i)-(viii) above being defined as the "Dividends" and each being an interim or final "Dividend";

* Restated following five for one sub-division of shares

- (b) the Company be and it is hereby authorised to release, abandon and undertake not to pursue any and all rights and claims it has or may have in respect of, the matters aforesaid against the directors of the Company (the "Directors") in office at the time of the declaration and/or payment of the Dividends or subsequently appointed;
- (c) for the purpose of implementing paragraphs (a) and (b) of this resolution, any Director be authorised and instructed to execute a deed substantially in the form produced to this meeting and initialled by the Chairman for the purposes of identification, to give effect to the above provisions of this resolution, and any prohibition in the articles of association, as filed with the Registrar of Companies, on interested Directors voting in respect of any contract, transaction or arrangement or proposed contract, transaction or arrangement or any other proposal in which they may be interested shall be suspended to the extent necessary to enable the execution and delivery of such deed on behalf of the Company; and
- (d) the Company ratifies:
 - (i) the entry in the audited accounts of the Company for the year ended 30 September 2010 whereby distributable profits of the Company were appropriated to the payment of 0.74p per ordinary share by way of an interim dividend on 2 October 2009;
 - (ii) the entry in the audited accounts of the Company for the year ended 30 September 2011 whereby distributable profits of the Company were appropriated to the payment of 0.82p per ordinary share by way of an interim dividend on 15 October 2010;
 - (iii) the entry in the audited accounts of the Company for the year ended 30 September 2012 whereby distributable profits of the Company were appropriated to the payment of 0.96p per ordinary share by way of an interim dividend on 21 October 2011;
 - (iv) the entry in the audited accounts of the Company for the year ended 30 September 2012 whereby distributable profits of the Company were appropriated to the payment of 1.94p per ordinary share by way of a final dividend on 2 March 2012;
 - (v) the entry in the audited accounts of the Company for the year ended 30 September 2013 whereby distributable profits of the Company were appropriated to the payment of 1.02p per ordinary share by way of an interim dividend on 19 October 2012;
 - (vi) the entry in the audited accounts of the Company for the year ended 30 September 2014 whereby distributable profits of the Company were appropriated to the payment of 1.10p per ordinary share by way of an interim dividend on 18 October 2013;
 - (vii) the entry in the audited accounts of the Company for the year ended 30 September 2014 whereby distributable profits of the Company were appropriated to the payment of 2.60p per ordinary share by way of a final dividend on 4 April 2014; and
 - (viii) the entry in the audited accounts of the Company for the year ended 30 September 2015 whereby distributable profits of the Company were appropriated to the payment of 1.24p per ordinary share by way of an interim dividend on 17 October 2014.


 Anita Steer
 Company Secretary