

The Companies Act 2006
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

HARWORTH GROUP PLC

Passed 26 April 2016

AT the Annual General Meeting of the Company, duly convened and held at 1:00 p.m. on 26 April 2016, the following resolutions constituting special business were duly passed as ordinary and special resolutions, as indicated below.

Political donations – Ordinary resolution

1. That, in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies that are its subsidiaries at any time during the period for which this Resolution is effective are authorised, in aggregate, to:
 - 1.1 make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
 - 1.2 make political donations to political organisations other than political parties not exceeding £50,000 in total; and
 - 1.3 incur political expenditure not exceeding £50,000 in total,

(as such terms are defined in sections 363 to 365 of the Companies Act 2006) during the period commencing on the date of the passing of this Resolution and finishing at the end of next year's annual general meeting (or if earlier, the close of business on 26 July 2017).

Authority to allot shares (up to a maximum of one-third of the Company's issued share capital) – Ordinary resolution

2. That the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to:
 - 2.1 allot shares in the Company, and to grant rights to subscribe for, or to convert any security into, shares in the Company:
 - 2.1.1 up to an aggregate nominal amount of £9,742,326; and
 - 2.1.2 comprising equity securities (as defined in the Companies Act 2006) up to an aggregate nominal amount of £19,484,652 (including within such limit any shares issued or rights granted under paragraph 2.1.1 above) in connection with an offer by way of a rights issue
 - 2.1.2.1 to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - 2.1.2.2 to people who are holders of 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;

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date which is 15 months after the date of this resolution); and

- 2.1.3 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 that offer or agreement as if this authority had not expired;
- 2.2 that, subject to paragraph 2.3 all existing authorities given to the Directors pursuant to section 551 of the Companies Act 2006 be revoked by this resolution; and
- 2.3 that paragraph 2.2 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.

Authority to disapply pre-emption rights – special resolution

- 3. That, subject to the passing of the above Resolution, and in place of all existing powers, to the extent unused (other than in respect of any allotments made pursuant to offers or agreements made prior to the passing of this resolution), the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash, pursuant to the authority conferred by the above Resolution as if section 561(1) of the Companies Act 2006 did not apply to the allotment. This power:
 - 3.1 expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General meeting of the Company after the date on which this resolution is passed or, if earlier, at the close of business on the date which is 15 months after the date of this resolution, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
 - 3.2 shall be limited to:
 - 3.2.1 the allotment of equity securities in connection with an offer of equity securities to:
 - 3.2.1.1 the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - 3.2.1.2 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 matters; and
 - 3.2.2 the allotment of equity securities for cash otherwise than pursuant to paragraph 3.2.1 up to an aggregate nominal amount of £1,461,349.

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 Companies Act 2006 as if in the first paragraph of this resolution the words "pursuant to the authority contained by the above Resolution" were omitted.

Authority to purchase own shares – special resolution

4. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares, subject to the following conditions:
 - 4.1 the maximum number of Ordinary Shares authorised to be purchased is 292,269,785;
 - 4.2 the minimum price (exclusive of expenses) which may be paid for an ordinary share is one pence (or, if the resolution to approve the share consolidation below is passed, shall be ten pence);
 - 4.3 the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 105 per cent 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 ordinary 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 ("SETS");
 - 4.4 this authority shall expire at the close of the Annual General Meeting of the Company held in 2017 or 15 months from the date of this resolution (whichever is earlier); and
 - 4.5 a contract to purchase shares under this authority may be made before the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

Notice of general meetings – special resolution

5. That, subject to the Articles of Association of the Company as in force from time to time, a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Share consolidation – special resolution

6. That, subject to and conditional upon admission of the New Ordinary Shares (as defined herein) to the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange's Main Market for listed securities becoming effective ("Admission"), every 10 ordinary shares of one pence each in the capital of the Company (each an "Existing Ordinary Share"), as at 5.00pm on 29 April 2016 (or such other time and date as the directors of the Company may determine) be consolidated into 1 ordinary share of ten pence each (each a "New Ordinary Share"), having the same rights as the Existing Ordinary Shares, provided that:
 - 6.1 where such consolidation results in any shareholder being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share to which other shareholders of the company may be entitled; and
 - 6.2 the Directors be and are hereby authorised to sell (or appoint any other person to sell to any person), on behalf of the relevant shareholders, all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to any person, and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant shareholders entitled thereto (save that any fraction of a penny which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the registrar of the Company, and save that the Company shall donate to charity the net proceeds of sale of such New Ordinary Shares representing such fractions where the individual amount of net proceeds to which any shareholder is entitled does not exceed three pounds (£3.00); and

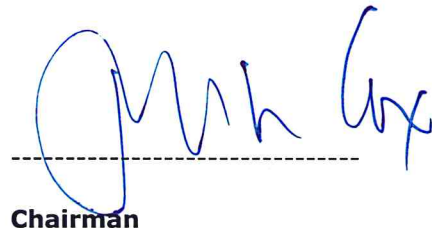
- 6.3 any Director or any person appointed by the Directors shall be and is hereby authorised to execute an instrument of transfer in respect of such New Ordinary Shares on behalf of the relevant shareholders and to do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares.

Cancellation of share premium account – special resolution

7. That the amount standing to the credit of the Company's share premium account be and is hereby cancelled.

Adoption of Harworth Group plc Long Term Incentive Plan – ordinary resolution

8. That the Directors be, and are hereby authorised:
- 8.1 to adopt and establish the Harworth Group plc Long Term Incentive Plan, the principal terms of which are summarised in Appendix 4 to the Notice of Annual General Meeting, and the rules of which were produced to this Meeting and, for the purpose of identification only, initialled by the Chairman of the meeting, and to do all such acts and things which they may consider necessary or desirable to establish and carry it into effect; and
- 8.2 to establish further plans based on the Harworth Group plc Long Term Incentive Plan 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 plans are treated as counting against any limits on individual or overall participation contained within the Harworth Group plc Long Term Incentive Plan.



Chairman