

The Companies Act 2006

COMPANY LIMITED BY SHARES

IMI plc

At an Annual General Meeting of the above-named Company duly convened and held at the Hilton Birmingham Metropole Hotel, National Exhibition Centre, Birmingham on Thursday 9 May 2013, the following resolutions were duly passed as Ordinary Resolutions.

15. That:

- (a) the directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) in accordance with article 7 of the Company's articles of association, up to a maximum nominal amount of £26,734,000 (such amount to be reduced by the nominal amount of any equity securities (as defined in article 8 of the Company's articles of association) allotted under paragraph (ii) below in excess of £26,734,000); and
 - (ii) comprising equity securities (as defined in article 8 of the Company's articles of association), up to a maximum nominal amount of £53,468,000 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in article 8 of the Company's articles of association);
- (b) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 1 July 2014; and
- (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

16. That, in accordance with section 366 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect be and are hereby authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £100,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £100,000 in total; and

(c) incur political expenditure not exceeding £100,000 in total;

during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next annual general meeting of the Company or 1 July 2014, whichever is the earlier, provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000. For the purposes of this resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' shall have the meanings set out in sections 363 to 365 of the Companies Act 2006.

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At an Annual General Meeting of the above-named Company duly convened and held at the Hilton Birmingham Metropole Hotel, National Exhibition Centre, Birmingham on Thursday 9 May 2013, the following resolutions were duly passed as Special Resolutions.

A. That:

- (a) in accordance with article 8 of the Company's articles of association, the directors be given power to allot equity securities for cash;
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in article 8(b)(ii) of the Company's articles of association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £4,250,000;
- (c) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2014; and
- (d) all previous unutilised authorities under sections 570 and 573 of the Companies Act 2006 shall cease to have effect.

B. That, in accordance with the Companies Act 2006, the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Companies Act 2006) of ordinary shares of 25p each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the directors of the Company may from time to time determine provided that:

- (a) the maximum aggregate number of Ordinary Shares that may be purchased under this authority is 48,122,000;
- (b) the minimum price which may be paid shall be 25p per Ordinary Share (exclusive of expenses, if any, payable by the Company in connection with the purchase);
- (c) the maximum price (exclusive of expenses, if any, payable by the Company in connection with the purchase) which may be paid for an Ordinary Share purchased under this authority shall not be more than the higher of:
 - (i) 105% of the average of the middle market prices shown in the quotations for Ordinary Shares in the London Stock Exchange Daily Official List for the five business days before the day on which that Ordinary Share is

purchased; and

- (ii) the amount stipulated by Article 5(1) of the Buy- back and Stabilisation Regulation 2003;
 - (d) the authority hereby conferred shall expire on 1 July 2014 or, if earlier, at the conclusion of the next annual general meeting of the Company after the passing of this resolution unless renewed before that time save that the Company may make a contract or contracts to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority, and may make a purchase of Ordinary Shares in pursuance of any such contract; and
 - (e) all existing authorities for the Company to make market purchases of Ordinary Shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has or have not yet been executed.
- C. That, in accordance with the Company's articles of association, a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.