

Vp plc

Company Number 481833

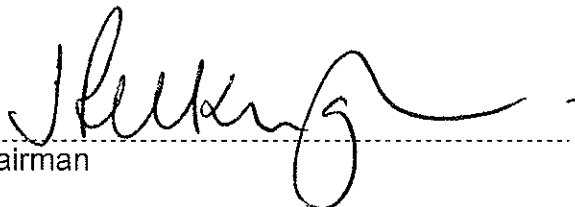
Print of Resolution passed on 9 March 2012

TAKE NOTICE that at the General Meeting of Vp plc held at Central House, Beckwith Knowle, Otley Road, Harrogate, HG3 1UD, on Friday 9 March 2012 the following resolution was passed as a Special Resolution:

Special Resolution

THAT the Company be and is hereby unconditionally authorised, in addition to any existing such authority, to make market purchases (within the meaning of section 163(3) of the Companies Act 2006) of ordinary shares of 5 pence each in the capital of the Company ("Ordinary Shares"), pursuant to the arrangements described in the circular to Shareholders dated 10 February 2012 ("Circular"), provided that:

- (a) not more than 3,088,786 Ordinary Shares shall be purchased pursuant to this authority;
- b) the price to be paid for any Ordinary Share is the Tender Price (as defined in the Circular); and
- (c) this authority shall expire on 9 March 2013 unless varied or revoked, save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after such expiry date.



Chairman