

**THE COMPANIES ACTS 1862 TO 1900
and**

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

CHEMRING GROUP PLC

Passed 24 March 2011

At the Annual General Meeting of the above-named Company, duly convened and held on 24 March 2011, the following Resolutions were passed as Ordinary and Special Resolutions:

ORDINARY RESOLUTION

“THAT the Board be and it is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or convert any securities into, shares in the Company up to an aggregate nominal amount of £589,697, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 24 June 2012 (whichever is the earlier), save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares after such expiry and the Board may allot shares or grant rights in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

“THAT subject to the Ordinary Resolution above being passed, the Board be and it is hereby generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash:

- (a) pursuant to section 570 of the Act and the authority conferred by the Ordinary Resolution above; and/or
- (b) pursuant to section 573 of the Act, where the allotment is an allotment of equity securities by virtue of section 560(2)(b) of the Act;

in each case, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with an offer for equity securities:
 - (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) to the allotment of equity securities (otherwise than pursuant to paragraph (a) of this resolution) up to an aggregate nominal value of £88,454;

and (unless previously revoked, varied or reviewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 24 June 2012 (whichever is the earlier), save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

“THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares in the capital of the Company (“Shares”) on such terms and in such manner as the directors may from time to time determine, and where such Shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:

- (a) the maximum aggregate number of Shares which may be purchased is 17,690,913 if resolution 13 is passed and otherwise is 3,538,182 (representing approximately 10 per cent of the issued ordinary share capital at 1 February 2011 (exclusive of treasury shares));
- (b) the minimum price (exclusive of expenses) which may be paid for a Share is the nominal value thereof;
- (c) the maximum price (exclusive of expenses) which may be paid for a Share is the higher of:
 - (i) an amount equal to 105 per cent of the average of the middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such Share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of a Share and the highest current independent bid for a Share on the trading venue where the purchase is carried out,

and (unless previously renewed, revoked or varied), this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 24 June 2012 (whichever is the earlier), save that the Company may make a contract to purchase Shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of Shares pursuant to it as if this authority had not expired.

All previous unutilised authorities 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 where such purchase has not yet been executed.”

“THAT the Company be and is hereby generally and unconditionally authorised, from the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company or 24 June 2012 (whichever is the earlier), to hold general meetings (other than annual general meetings) on not less than fourteen clear days’ notice.”


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Company Secretary