

**THE COMPANIES ACTS**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**ORDINARY AND SPECIAL RESOLUTIONS**

of

**CHEMRING GROUP PLC**  
**(the "Company")**

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At the Annual General Meeting of the Company, duly convened and held at Investec, 2 Gresham Street, London, EC2V 7QP at 11.00 am on Thursday, 19 March 2015, the following resolutions were passed as Ordinary and Special Resolutions:

**ORDINARY RESOLUTIONS**

<u>Resolution Number</u>	<u>Resolution</u>
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| 1.  | To receive and adopt the Company's annual accounts for the year ended 31 October 2014, together with the directors' report and the auditor's report on those accounts.   |
| 2.  | To receive and approve the directors' remuneration report (other than the part containing the directors' remuneration policy) contained within the Company's annual report and accounts for the year ended 31 October 2014.    |
| 3.  | To approve the payment of a final dividend of 1.7p per ordinary share for the year ended 31 October 2014, to be paid on 8 May 2015 to shareholders on the register at the close of business on 17 April 2015.                  |
| 4.  | To elect Mr Michael Flowers, who retires under the provisions of Article 87.1 of the Company's Articles of Association.  |
| 5.  | To re-elect Mr Peter Hickson as a director   |
| 6.  | To re-elect Mr Steve Bowers as a director.   |
| 7.  | To re-elect Mrs Sarah Ellard as a director.  |
| 8.  | To re-elect Mr Andy Hamment as a director.   |
| 9.  | To re-elect Mr Ian Much as a director.   |
| 10. | To re-elect Mr Nigel Young as a director.  |
| 11. | To re-appoint Deloitte LLP as the Company's auditor, to hold office from the conclusion of the Annual General Meeting on 19 March 2015 until the conclusion of the next meeting at which accounts are laid before the Company. |

12. To authorise the directors to agree the remuneration of the auditor.
13. That the Board be and 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 £644,323, 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 19 June 2016 (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 to be granted after such expiry and the Board may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

### **SPECIAL RESOLUTIONS**

14. That subject to resolution 13 being passed, the Board be and 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 resolution 13; 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:

- (x) 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

- (y) to the allotment of equity securities (otherwise than pursuant to paragraph (x) of this resolution) up to an aggregate nominal value of £96,648;

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 19 June 2016 (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.

15. 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 19,329,711 (representing approximately 10% of the issued ordinary share capital at 12 February 2015 (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% 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 19 June 2016 (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 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.

16. 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, to hold general meetings (other than annual general meetings) on not less than fourteen clear days' notice.

  
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Company Secretary