

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

of

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

---

At the General Meeting of the Company, duly convened and held at Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS at 9.30 am on Monday, 8 February 2016, the following resolutions were passed as Ordinary and Special Resolutions:

**ORDINARY RESOLUTION**

1. That, subject to and conditional upon admission to listing on the premium listing segment of the Official List of the UK Listing Authority and to trading on London Stock Exchange plc's main market for listed securities of the new ordinary shares of 1 pence each to be issued by the Company in connection with the issue by way of rights of up to 85,915,828 new ordinary shares at a price of 94 pence per new ordinary share to qualifying shareholders on the register of members of the Company at the close of business on 5 February 2016 (the "Rights Issue"), and in addition to all existing authorities, the directors of the Company be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to:
  - (i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £859,158.28 pursuant to or in connection with the Rights Issue 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; and
  - (ii) make an offer or agreement in connection with the Rights Issue 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.

**SPECIAL RESOLUTION**

2. That, subject to the passing of Resolution 1 in the notice of meeting, and in addition to all existing powers, the directors of the Company be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by Resolution 1 in the notice of meeting as if section 561(1) of the Act did not apply to the allotment. This power:
  - (i) 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, 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

- (ii) shall be limited to the allotment of equity securities in connection with the Rights Issue 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.

**SARAH ELLARD**  
**Group Company Secretary**  
**8 February 2016**