

**At the Annual General Meeting held on 15 May 2014 the following resolutions were passed. Resolutions numbered 1 to 18 were passed as ordinary resolutions and resolutions numbered 19 and 20 as special resolutions.**

1. To receive the accounts of the Company for the year ended 31 December 2013 together with the Directors' and auditors' reports thereon.
  2. To approve the Directors' remuneration policy as set out on pages 51 to 58 of the Report and Accounts of the Company for the year ended 31 December 2013.
  3. To approve the Annual report on remuneration as set out on pages 59 to 66 of the Report and Accounts of the Company for the year ended 31 December 2013.
  4. To re-appoint Stuart Bridges as a Director.
  5. To re-appoint Robert Childs as a Director.
  6. To re-appoint Caroline Foulger as a Director.
  7. To re-appoint Richard Gillingwater as a Director.
  8. To re-appoint Daniel Healy as a Director.
  9. To re-appoint Ernst Jansen as a Director.
  10. To re-appoint Dr James King as a Director.
  11. To re-appoint Bronislaw Masojada as a Director.
  12. To re-appoint Robert McMillan as a Director.
  13. To re-appoint Andrea Rosen as a Director.
  14. To re-appoint Gunnar Stokholm as a Director.
  15. To re-appoint Richard Watson as a Director.
  16. To re-appoint KPMG Audit Limited as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
  17. To authorise the Directors to determine the level of auditors' remuneration.
  18. That:
    - a) in accordance with Bye-Law 5 of the Company's Bye-Laws:
      - i) the Directors be authorised to allot Relevant Securities up to an aggregate nominal amount of £6,323,465; and further
      - ii) the Directors be authorised to allot Relevant Securities up to an additional aggregate nominal amount of £6,323,465 in connection with a Rights Issue;
    - 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, on 1 July 2015, provided that the Company may, before this authority expires, make an offer or agreement which would or might require Relevant Securities to be allotted after it expires and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if it had not expired; and
    - c) all previous unutilised authorities under Bye-Law 5 of the Company's Bye-Laws shall cease to have effect (save to the extent that the same are exercisable pursuant to Bye-Law 5(h) by reason of any offer or agreement made prior to the date of this resolution, which would or might require Relevant Securities to be allotted on or after that date).
- For the purposes of this Resolution 18:
- i) 'Relevant Securities' has the meaning given to it in Bye-Law 5(c) of the Company's Bye-Laws; and
  - ii) 'Rights Issue' means an offer or issue of Equity Securities (as defined in Bye-Law 6(g) of the Company's Bye-Laws) in connection with an offer or issue to or in favour of holders on the Register of

Members on a date fixed by the Directors where the Equity Securities respectively attributable to the interests of all those holders are proportionate (as nearly as practicable) to the respective numbers of shares held by them on that date but the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, legal or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory or any matter whatsoever.

## Special resolutions:

19. That:
  - a) Subject to the passing of Resolution 18 above, in accordance with Bye-Law 7(a) of the Company's Bye-Laws the Directors be given power to allot for cash Equity Securities (as defined in Bye-Law 6(g)(i) of the Company's Bye-Laws) pursuant to the general authority conferred on them by the resolution passed under Bye-Law 5 (Resolution 18 above) as if Bye-Law 6 of those Bye-Laws did not apply to the allotment but this power shall be limited:
    - i) to the allotment of Equity Securities in connection with an offer or issue (but in the case of the authority granted under Resolution 18 (a)(ii) by way of a Rights Issue only) to or in favour of holders on the Register of Members on a date fixed by the Directors where the Equity Securities respectively attributable to the interests of all those holders are proportionate (as nearly as practicable) to the respective numbers of shares held by them on that date but the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, legal or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory or any matter whatsoever; and
    - ii) to the allotment (other than under (i) above) of Equity Securities having a nominal amount not exceeding in aggregate £991,629;
  - b) this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on 1 July 2015, but not after the expiry of the authority conferred on the Directors by Bye-Law 5 of the Company's Bye-Laws;
  - c) all previous authorities under Bye-Law 7 of the company's Bye-Laws shall cease to have effect; and
  - d) the Company may, before this power expires, make an offer or agreement which would or might require Equity Securities to be allotted after it expires and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if it had not expired.
20. That in accordance with Bye-Law 9(a) of the Company's Bye-Laws, the Company is generally and unconditionally authorised to make market purchases of its Ordinary Shares on such terms and in such manner as the Directors may determine provided that:
  - a) the maximum number of Ordinary Shares that may be purchased under this authority is 31,617,326;
  - b) the maximum price which may be paid for any Ordinary Share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be more than the higher of an amount equal to 105% of the average of the middle market of the prices shown in the quotations for the Ordinary Shares on the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is

purchased and the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003 and subject to the minimum price. The minimum price which may be paid shall be the nominal value of that Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase);

- 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, on 1 July 2015, unless renewed before that time;
- d) 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 shares in pursuance of any such contract; and
- e) all existing authorities for the Company 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 which has not yet been executed.