

Company No: 8197966

Alent plc - Resolutions passed at the AGM on 21 May 2013

AT THE ANNUAL GENERAL MEETING of the Company held on 21 May 2013, the following resolutions were passed:

As an ordinary resolution:

DIRECTORS' AUTHORITY TO ALLOT SHARES (Resolution 14)

THAT the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "Companies Act 2006") to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert any security into shares (as defined in Section 551(1) of the Companies Act):

(a) up to a nominal amount of £9,281,625; and

(b) comprising equity securities (as defined in Section 560(1) of the Companies Act) up to a further nominal amount of £9,281,625 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act and to expire at the end of the next Annual General Meeting or on 30 June 2013, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends.

For the purposes of this Resolution "rights issue" means an offer to ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings, to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, 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 legal, regulatory or practical problems in, or under the laws of, any territory.

As special resolutions:

RENEWAL OF THE DIRECTORS' AUTHORITY TO ALLOT SHARES OTHER THAN ON A PRE-EMPTIVE BASIS (Resolution 15)

THAT, subject to the passing of Resolution 14 above, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Companies Act) wholly for cash:

(a) pursuant to the authority given by paragraph (a) of Resolution 14 above or where the allotment constitutes an allotment of equity securities by virtue of section 560 of the Companies Act in each case:

(i) in connection with a pre-emptive offer; and

(ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £1,392,243 and

(b) pursuant to the authority given by paragraph (b) of Resolution 14 above in connection with a rights issue,

as if Section 561(1) of the Companies Act did not apply to any such allotment; such power to expire at the end of the next Annual General Meeting or on 30 June 2013, whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the

Board may allot equity securities under any such offer or agreement as if the power had not ended.

For the purposes of this Resolution: "rights issue" has the same meaning as in Resolution 14 above; "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings, 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 legal, regulatory or practical problems in, or under the laws of, any territory; and the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (Resolution 16)

THAT, pursuant to Article 7 of the Company's Articles of Association, general and unconditional authority be given for the purpose of Section 701 of the Companies Act for market purchases (as defined in Section 693 of the said Act) by the Company of its ordinary shares, provided that:

- (a) the maximum number of ordinary shares which may be purchased shall be 27,844,875 ordinary shares of 10 pence each;
- (b) the minimum price which may be paid for each ordinary share shall not be less than the nominal value of the ordinary shares at the time of purchase;
- (c) the maximum price which may be paid for each ordinary share shall be an amount equal to the higher of (i) 105% of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List on the five business days immediately preceding the date on which such share is contracted to be purchased and (ii) the price stipulated by Article 5(1) of the Buy-Back and Stabilisation Regulation of 22 December 2003; and
- (d) this authority shall expire at the end of the next Annual General Meeting or on 30 June 2013, whichever is the earlier (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be implemented wholly or partly after such expiry).

AUTHORITY FOR THE COMPANY TO CALL A GENERAL MEETING ON 14 CLEAR DAYS' NOTICE (Resolution 18)

THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

Certified to be a true copy



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Simon O'Hara
Company Secretary, Alent plc