

**Alent plc**  
**(the "Company")**

**Company No: 8197966**

**Resolutions passed at the AGM on 7 May 2015**

AT THE ANNUAL GENERAL MEETING of the Company held on 7 May 2015, the following resolutions were passed:

As ordinary resolutions:

**RECEIPT OF 2014 ANNUAL REPORT AND ACCOUNTS (Resolution 1)**

THAT the report of the Directors and the audited accounts of the Company for the year ended 31 December 2014 be received.

**2014 FINAL DIVIDEND (Resolution 2)**

THAT a final dividend of 6.0 pence per ordinary share for the year ended 31 December 2014 be declared, to be paid on Friday 19 June 2015 to ordinary Shareholders on the register of members at close of business on Friday 15 May 2015.

**ELECTION OF DIRECTOR (Resolution 3)**

THAT Mr A. Heath be elected as a Director of the Company.

**RE-ELECTION OF DIRECTORS (Resolutions 4 to 9)**

THAT Mr P. Hill be re-elected as a Director of the Company.

THAT Mr D. Egan be re-elected as a Director of the Company.

THAT Dr E. FitzGerald be re-elected as a Director of the Company.

THAT Mr L. Förberg be re-elected as a Director of the Company.

THAT Ms N. Harwerth be re-elected as a Director of the Company.

THAT Mr M. Williamson be re-elected as a Director of the Company.

**RE-APPOINTMENT OF AUDITORS (Resolution 10)**

THAT KPMG LLP be reappointed as Auditor of the Company to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.

**AUTHORITY TO DETERMINE AUDITOR'S REMUNERATION (Resolution 11)**

THAT the Audit Committee be authorised, subject to the passing of Resolution 10 above, to determine the Auditor's remuneration.

#### APPROVAL OF DIRECTORS' REMUNERATION REPORT (Resolution 12)

THAT the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) set out on pages 63 to 79 of the Annual Report and Accounts for the year ended 31 December 2014 be approved.

#### APPROVAL OF POLITICAL DONATIONS (Resolution 13)

THAT in accordance with section 366 of the Companies Act 2006 (the "Companies Act") the Company and any company which, at any time during the period for which this Resolution has effect, is a subsidiary of the Company, be and are hereby authorised to:

- (a) make political donations to political organisations not exceeding £25,000 in total; and
- (b) incur political expenditure not exceeding £100,000 in total,

in each case during the period commencing on the date of this Resolution and ending on the date of the next Annual General Meeting or on 30 June 2016, whichever is the earlier, provided that the maximum amounts referred to in (a) and (b) may consist of sums in any currency converted into Sterling at such rate as the Board may in its absolute discretion determine. For the purposes of this Resolution, the terms 'political donations', 'political organisations' and 'political expenditure' shall have the meanings given to them in sections 363 to 365 of the Companies Act.

#### 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 to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert any security into shares:

- (a) up to a nominal amount of £9,282,024; and,
- (b) comprising equity securities (as defined in Section 560(1) of the Companies Act) up to a further nominal amount of £9,282,024 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 2016, 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 shares to be allotted or rights to subscribe for or to convert any security into shares to be granted 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 for 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(3) 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 £1,392,303 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 2016, 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:

- (a) "rights issue" has the same meaning as in Resolution 14 above;
- (b) "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
- (c) 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 Companies Act) by the Company of its ordinary shares of 10<sup>5</sup>/<sub>11</sub> pence each, provided that:

- (a) the maximum number of ordinary shares which may be purchased shall be 26,635,373 ordinary shares;
- (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 2016, 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 17)

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



Helen Barrett-Hague  
General Counsel and Company Secretary  
Alent plc