

THE COMPANIES ACT 2006

Company limited by shares

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RESOLUTIONS  
of  
BERENDSEN PLC

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At an Annual General Meeting of the above-named Company duly convened and held on 26 April 2012 at the Royal Aeronautical Society, 4 Hamilton Place, London W1J 7BQ the following resolutions were passed (excluding resolutions that do not relate to a change affecting the constitution):

Resolution 11. Ordinary Resolution

That the Board be authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (A) up to a nominal amount of £17,181,770 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in section 560(1) the Companies Act 2006) up to a nominal amount of £34,363,540 (such amount reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers 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, such authorities to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 30 June 2013) but in each case, so that the Company may make offers and enter into agreements during this period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Resolution 12. Special Resolution

That if resolution 11 is passed, the board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

(A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 11, by way of a rights issue only):

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities, as required by the rights of those securities or, as the board otherwise considers necessary,

and so that the board may impose any limits or restrictions and make any arrangements which it considers 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; and

(B) in the case of the authority granted under paragraph (A) of resolution 11 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of £2,577,260, such power to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 30 June 2013) but, in each case, during this period the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

#### Resolution 13. Special Resolution

That the company be and is hereby authorised for the purpose of Section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of the said Act) of ordinary shares of 30 pence each in the capital of the company provided that:

- (i) the maximum number of ordinary shares which may be purchased is 17,181,770 ordinary shares;
- (ii) the minimum price which may be paid for each ordinary share is 30 pence;
- (iii) the maximum price (exclusive of expenses) which may be paid for each share is the higher of:
  - (a) an amount equal to 105% of the average of the middle market quotations of the company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and
  - (b) an amount equal to the higher of the price of the last independent trade of an ordinary share in the company and the highest current independent bid for an ordinary share in the company as derived from the London Stock Exchange Daily Official List; and
- (iv) the power conferred by this resolution shall apply until the end of the next Annual General Meeting of the company after the passing of this resolution or 30 June 2013, whichever is the earlier, but in each case so that the company may enter into a contract to purchase ordinary shares which will or might be completed or executed wholly or partly after the power ends and the company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

Resolution 14. Special Resolution

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

A handwritten signature in blue ink, consisting of a series of loops and a long horizontal stroke at the end.

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Christopher R M Kemball  
Chairman of the meeting