

M.P. EVANS GROUP PLC

Company No. 1555042

At the annual general meeting held on 11 June 2010 the following resolutions, dealt with as special business, were duly passed:-

ORDINARY RESOLUTION

5. That, in substitution for all existing unexercised authorities, the directors are generally and unconditionally authorised to exercise all the Company's powers to allot shares or to grant rights to subscribe for, or to convert any security into shares in the Company (within the meaning of section 551 of the Companies Act 2006) up to a total nominal amount of £1,774,303 on the following terms:
- (a) this authority expires (unless previously renewed, varied or revoked) on the earlier of the date of the Company's next annual general meeting and 30 June 2011; and
 - (b) before this authority expires, the directors may make an offer or agreement which would or might require shares in the Company to be allotted or rights to be granted after it expires and the directors may allot shares in the Company in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

6. That the directors be generally and unconditionally authorised to exercise the power contained in the articles of association of the Company as from time to time varied so that, to the extent and in the manner announced and determined by the directors, shareholders will be entitled to elect to receive an allotment of additional shares credited as fully paid in lieu of any cash dividend (or part thereof) paid by the directors or declared by the Company provided that this resolution shall expire at the end of the fifth annual general meeting of the Company after the date on which this resolution is passed.
7. That the directors are empowered for the purposes of section 570 of the Companies Act 2006 to:
- (a) allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by resolution 6; and
 - (b) sell equity securities (within the meaning of section 560 of that Act) for cash which before the sale were held by the Company as treasury shares

as if section 561 of that Act did not apply to that allotment or sale on the following terms:

- (a) this power is limited to the allotment or sale of equity securities:
 - (i) in connection with a rights or other issue in favour of shareholders where the equity securities respectively attributable to the interests of all shareholders (other than the Company) are proportionate (as nearly as may be) to the respective numbers of shares held by them but the directors may make such exclusions or other arrangements as they judge necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws in any territory or the requirements of a regulatory body or stock exchange or other authority in any territory; and

- (ii) otherwise than under paragraph (i), up to a total nominal value of £532,344;
 - (b) This power expires (unless previously renewed, varied or revoked) on the earlier of the date of the Company's next annual general meeting and 30 June 2011;
 - (c) before this power expires, the directors may make an offer or agreement which would or might require equity securities to be allotted or sold after it expires and the directors may allot or sell equity securities in pursuance of such an offer or agreement as if this power had not expired; and
 - (d) this power is in substitution of all unexercised existing powers given for the purposes of section 570 of that Act.
8. That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Companies Act 2006) of shares of 10p each in the capital of the Company provided that:-
- (a) the maximum number of shares hereby authorised to be purchased is 5,323,441;
 - (b) the minimum price which may be paid for each share is 10p (exclusive of expenses);
 - (c) the maximum price (exclusive of expenses) which may be paid for each share is an amount equal to 105% of the average of the middle-market quotations for such shares as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day of purchase; and
 - (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or on 30 June 2011 whichever shall be the earlier save that the Company may, before the expiry of this authority, make a contract of purchase which will or may be executed wholly or partly after such expiry and may make a purchase of shares pursuant to any such contract.
9. That the articles of association in the form of those produced to the meeting and signed for the purpose of identification by the chairman of the meeting be adopted as the articles of association of the Company in substitution for the existing articles of association.

CHAIRMAN