

M.P. EVANS GROUP PLC

Company No. 1555042

At the annual general meeting held on 8 June 2012 the following resolutions, dealt with as special business, were duly passed:-

ORDINARY RESOLUTION

- 8 That, in substitution for all existing unexercised authorities, the authority conferred on the directors by article 7.2 of the Company's articles of association be renewed (unless previously renewed, varied or revoked) for a period ending on the earlier of the date of the Company's next annual general meeting and 30 June 2013 and, for that period, the Section 551 Amount is £1,800,730.

SPECIAL RESOLUTIONS

- 9 That, in substitution for all existing unexercised authorities, the authority conferred on the directors by article 7.3 of the Company's articles of association be renewed and extended (unless previously renewed, varied or revoked) for a period ending on the earlier of the date of the Company's next annual general meeting and 30 June 2013 so that the directors are authorised to allot shares pursuant to article 7.2 of the Company's articles of association and to sell treasury shares for that period in an aggregate amount of up to £270,110 (the section 561 amount).
- 10 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 5,402,190;
 - (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 2013 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.

ORDINARY RESOLUTIONS

- 11 That:
- (a) the M.P. Evans Group PLC 2012 Approved Executive Share-Option Plan (the "Approved Plan"), the main terms of which are summarised in the appendix to the notice of the meeting and the draft rules of which have been produced to the meeting and for the purposes of identification only initialled by the chairman be adopted; and
 - (b) the directors be authorised to do all acts and things necessary to implement the Approved Plan including the making of any changes to the rules of the Approved Plan as may be necessary to obtain the approval of HM Revenue & Customs and/or such other approvals as the directors may consider necessary or desirable

to obtain and/or to comply with London Stock Exchange, including AIM, requirements and/or institutional requirements.

12 That:

- (a) the M.P. Evans Group PLC 2012 Unapproved Executive Share-Option Plan (the "Unapproved Plan"), the main terms of which are summarised in the appendix to the notice of the meeting and the draft rules of which have been produced to the meeting and for the purposes of identification only initialled by the chairman be adopted; and
- (b) the directors be authorised to do all acts and things necessary to implement the Unapproved Plan including the making of any changes to the rules of the Unapproved Plan as may be necessary to obtain such approvals as the directors may consider necessary or desirable to obtain and/or to comply with London Stock Exchange, including AIM, requirements and/or institutional requirements.

13 That:

The directors be authorised to establish any number of supplements or appendices to the Approved Plan and the Unapproved Plan (the "Plans") as they consider appropriate to take advantage of, or comply with, local laws and regulations, for the benefit of employees of the Company (or any of its subsidiaries) who are resident or working overseas or who are or would be subject to the laws of any other jurisdiction in relation to their participation in the Plans, and for whom participation in the Plans is undesirable or impractical but only if:

- (a) having regard to all the circumstances, any supplements, appendices or other employees' share plans provide, so far as the directors consider practicable, substantial equality of treatment between UK employees and employees resident overseas; and
- (b) the overall limits on the number of ordinary shares in the Company which may be subscribed under all the Company's employees' share plans may not be increased.

CHAIRMAN