

M.P. EVANS GROUP PLC

Company No. 1555042

At the annual general meeting held on 5 June 2014 the following resolutions, dealt with as special business, were duly passed:-

ORDINARY RESOLUTION

- 6 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 2015 and, for that period, the Section 551 Amount is £1,834,496.

SPECIAL RESOLUTIONS

- 7 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 2015 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 £275,174 (the section 561 amount).
- 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 5,503,488;
 - (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 2015 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.

CHAIRMAN