

RESOLUTIONS
of
DEVRO plc

Registered Number SC129785
Public Company Limited by Shares

AT THE ANNUAL GENERAL MEETING of the above named Company, duly convened and held at Radisson SAS Hotel, 301 Argyle Street, Glasgow G2 8DL on 7 May 2009 at 10.30 am, the following resolutions inter alia were passed as Ordinary Resolutions:

RESOLUTION 6

THAT the Remuneration Report contained within the Company's Report and Accounts for the year ended 31 December 2008 be and is hereby approved.

RESOLUTION 7

THAT the authorised share capital of the Company be increased from £22,500,000 to £27,500,000 by the creation of 50,000,000 ordinary shares of 10 pence each in the Company.

RESOLUTION 8

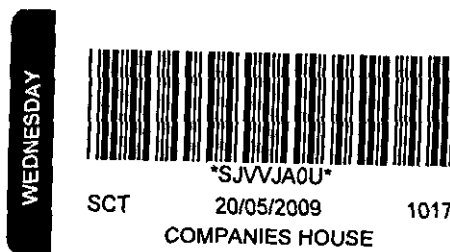
THAT in substitution for all existing authorities the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot:

- (A) relevant securities (as defined in the Companies Act 1985 (the "Act")) up to an aggregate nominal amount of £5,400,000; and
- (B) relevant securities comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £10,800,000 (such amount to be reduced by the aggregate nominal amount of relevant securities issued under paragraph (A) of this resolution 8) 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, subject to such rights, as the directors otherwise consider necessary,

and the directors may impose any limits or restrictions and make any arrangements which they consider 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 (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, until the close of business on 30 June 2010) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require relevant securities to be allotted after the authority expires and the directors may allot relevant securities under any such offer or agreement as if the authority had not expired.

At the said Annual General Meeting, the following resolutions inter alia were passed as Special Resolutions:



RESOLUTION 9

THAT, in substitution for all existing powers and subject to the passing of resolution 8, the directors be generally empowered to allot equity securities (as defined in the Act) for cash pursuant to the authority granted by resolution 8 and/or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Act, in each case free of the restriction in section 89(1) of the Act, such power to be limited:

- (A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (B) of resolution 8, such power shall be limited to the allotment of equity securities in connection with an offer 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, subject to such rights, as the directors otherwise consider necessary,

and the directors may impose any limits or restrictions and make any arrangements which they consider 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) to the allotment of equity securities pursuant to the authority granted by paragraph (A) of resolution 8 and/or an allotment which constitutes an allotment of equity securities by virtue of section 94(3A) of the Act (in each case otherwise than in the circumstances set out in paragraph (A) of this resolution 9) up to a nominal amount of £810,000,

such power to apply until the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, until the close of business on 30 June 2010) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the directors may allot equity securities under any such offer or agreement as if the power had not expired.

RESOLUTION 10

THAT the Company be and is hereby generally and unconditionally authorised for the purpose of section 166 of the Act to make one or more market purchases (within the meaning of section 163(3) of the Act) on the London Stock Exchange of ordinary shares of 10 pence each in the capital of the Company ("Ordinary Shares") provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 16,000,000 (representing less than 10% of the Company's issued ordinary share capital);
- (b) the minimum price (exclusive of any expenses) which may be paid for an Ordinary Share is 10 pence, being the par value;
- (c) the maximum price (exclusive of any expenses) which may be paid for an Ordinary Share is an amount equal to not more than 5% above the average of the middle market quotations for an Ordinary Share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the date on which that Ordinary Share is purchased;
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company to be held in 2010 or 15 months from the date of passing this resolution whichever shall be the earlier; and
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

RESOLUTION 11

THAT a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice, provided that this authority expires at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution.

Secretary: 

Dated: 7 May 2009