

Company number SC129785

ORDINARY AND SPECIAL RESOLUTIONS

OF

DEVRO PLC (the "Company")

Passed on 30 April 2014

At the annual general meeting of the Company duly convened and held at Glasgow City Halls, Candleriggs, Glasgow, G1 1NQ on 30 April 2014 at 11am, the following resolutions were duly passed as ordinary and special resolutions in addition to the ordinary business of the meeting.

Ordinary resolutions

12. THAT the Remuneration Report contained within the Company's Annual Report and Accounts for the year ended 31 December 2013, excluding the Directors' Remuneration Policy set out on pages 52 to 56 of the Remuneration Report, be and is hereby approved.
 13. THAT the Directors' Remuneration Policy, set out on pages 52 to 56 of the Remuneration Report, be and is hereby approved to take effect immediately after the end of the AGM.
 14. THAT, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with article 4 of the Company's articles of association and with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to:
 - a) allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £5,500,000; and
 - b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £11,000,000 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights to subscribe for or to convert any security into shares in the Company granted under paragraph a) of this resolution 14) 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 defined in section 560(1) of the Act) as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,
- and so that 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 AGM after this resolution is passed (or, if earlier, until the close of business on 30 June 2015) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

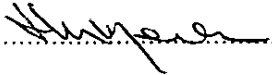
Special resolutions

15. THAT, in substitution for all existing powers and subject to the passing of resolution 14, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority granted by resolution 14 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case free of the restriction in section 561 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 14, 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 defined in section 560(1) of the Act), as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,and so that 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 14 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the Act (in each case otherwise than in the circumstances set out in paragraph a) of this resolution 15 up to a nominal amount of £833,000,

such power to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the end of the Company's next AGM after this resolution is passed (or, if earlier, until the close of business on 30 June 2015) 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.

16. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) 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:
- the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 16,600,000 (representing less than 10% of the issued ordinary share capital of the Company as at 7 March 2014 which is the latest practicable date before publication of this notice);
 - the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 10 pence, being the par value;
 - the maximum price (exclusive of 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;
 - unless previously renewed, varied or revoked by the Company in general meeting, the authority hereby conferred shall expire at the end of the Company's next AGM after this resolution is passed (or, if earlier, at the close of business on 30 June 2015); and
 - 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.
17. THAT a general meeting of the Company, other than an AGM of the Company, may be called on not less than 14 clear days' notice, provided that this authority expires at the conclusion of the next AGM of the Company after the date of passing this resolution.

Signed 

Company Secretary

30 April 2014