

**THE COMPANIES ACTS**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**ORDINARY AND SPECIAL RESOLUTIONS**

**OF**

**LOOKERS PLC**



At the Annual General Meeting of the members of Lookers plc ("the Company") duly convened and held on Thursday 31 May 2012, Resolution 10 was passed as an ordinary resolution and Resolutions 11 to 13 inclusive were passed as special resolutions

- 10 That the Directors are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares ("Allotment Rights"), but so that
- (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £6,384,586,
  - (b) this authority shall expire on 30 November 2013 or, if earlier, on the conclusion of the next Annual General Meeting of the Company,
  - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry, and
  - (d) all authorities vested in the Directors on the date of the notice of the meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of the meeting are revoked
- 11 That the Directors are empowered to allot equity securities (as defined in Section 560 of the Companies Act 2006) pursuant to the authority conferred on them by resolution 10 in the notice of the meeting or by way of a sale of treasury shares as if Section 561 of that Act did not apply to any such allotment, provided that this power shall be limited to
- (i) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Financial Services Authority's listing rules) or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of ordinary shares in the capital of the Company on the register of members at such fixed record date as the Directors may determine in proportion to their holdings of ordinary shares in the capital of the Company, subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or stock exchange, and
  - (ii) the allotment (otherwise than pursuant to paragraph (i) above) of equity securities having an aggregate nominal value of £967,362,

and shall expire when the authority conferred on the Directors by resolution 10 in the notice of this meeting expires, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry

- 12 That the Company is generally and unconditionally authorised pursuant to Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693 of that Act) of ordinary shares of 5p each in its capital, provided that
- (i) the maximum aggregate number of such shares hereby authorised to be purchased is 38,364,463 shares,
  - (ii) the minimum price (exclusive of expenses) which may be paid for such a share is 5p,
  - (iii) the maximum price (exclusive of expenses) which may be paid for such a share is the maximum price permitted under the Financial Service Authority's listing rules or, in the case of a tender offer (as referred to in those rules), five per cent 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 the terms of the tender offer are announced,
  - (iv) this authority shall expire on 30 November 2013 or, if earlier, on the conclusion of the next Annual General Meeting of the Company, and
  - (v) before such expiry the Company may enter into such a contract to purchase shares which will or may require a purchase to be completed after such expiry
- 13 That any general meeting of the Company that is not an Annual General Meeting may be called by not less than 14 clear days' notice

Director 