

LOOKERS PLC

REGISTERED NUMBER: 111876

RESOLUTIONS

SATURDAY



A04 *AQ3A2KED* 29/05/2010 52
COMPANIES HOUSE

The following Resolutions were passed as Ordinary and Special Resolutions at the members of the Company at the duly convened Annual General Meeting held at Lookers plc, 776 Chester Road, Stretford, Manchester M32 0QH on Thursday 27 May 2010

ORDINARY RESOLUTION

- 7 To authorise the Directors to generally and unconditionally in accordance with section 551 Companies Act 2006 to exercise all the powers of the Company to allot relevant securities (with the meaning of the said Section 551) up to an aggregate nominal amount of £6,400,150 (128,003,011 shares) during the period commencing on the date of the passing of this Resolution and expiring on the date of the next Annual General Meeting of the Company but so that this authority shall all the Company to make, before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry, and notwithstanding such expiry, the Directors may allot relevant securities in pursuance of such offers of agreements (Resolution 7)

SPECIAL RESOLUTION

- 8 A Special Resolution, to empower the Directors to allot equity securities (as defined for the purposes of Section 571 of the Companies Act 2006 ('the Act')) pursuant to Section 551 of the Act, as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited:
- (i) to the allotment of equity securities in connection with any rights issue in favour of holders of the ordinary shares in the capital of the Company on the register of members at such record date or dates as the Directors may determine for the purposes of the issue where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares in the capital of the Company held by the ordinary shareholders, and for the avoidance of doubt, the Directors may make such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of overseas jurisdictions or the requirements of any regulatory body, and
 - (ii) to the allotment (other than pursuant to sub-paragraph (i) above) of equity securities having an aggregate maximum nominal amount of £958,819 (19,176,380 shares) in the case of ordinary shares and this power shall expire on the date of the next Annual General Meeting of the Company after the passing of this Resolution 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 and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired (Resolution 8)

9. As a Special Resolution, to authorise the Company both generally and unconditionally to make market purchases (within the meaning of Section 683 of the Companies Act 2006) of ordinary shares of 5 pence each in the capital of the Company provided that.
- (i) the aggregate maximum Nominal value of ordinary shares hereby authorised to be purchased is £1,917,638 (38,352,760 shares);
 - (ii) the minimum price which may be paid for ordinary shares is 5 pence per ordinary share,
 - (iii) the maximum price which may be paid for ordinary shares is an amount equal to 105% of 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 day on which the ordinary share is purchased,
 - (iv) the authority hereby conveyed shall expire at the conclusion of the next Annual General Meeting of the Company, unless such authority is renewed prior to such time, and
 - (v) the Company may make a contract to purchase ordinary shares under the authority hereby conveyed 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 (Resolution 9)
10. A Special Resolution, the purpose of which is to renew the authority given at the last Annual General meeting for the Directors to call general meetings on 14 days notice instead of 21 days (Resolution 10)

By order of the Board
R A Gregson
Director & Company Secretary
27 May 2010



Registered Office:
776 Chester Road
Stretford
Manchester M32 0QH