Ordinary resolutions passed at the Annual General Meeting on 14 August 2019

- 1. To receive and consider the Group's financial statements and reports of the directors and auditor for the year ended 31 March 2019.
- 2. To receive and approve the directors' remuneration report for the year ended 31 March 2019.
- 3. To approve the directors' remuneration policy as detailed in pages 18 to 23 of the directors' remuneration report.
- 4. To re-elect Mr Nicholas O'Shea, who is retiring by rotation under the provisions of Article 76 of the Articles of Association, who, being eligible, offers himself for re-election as a director of the company.
- 5. To re-elect Mr William Glencross, who is retiring by rotation under the provisions of Article 76 of the Articles of Association, who, being eligible, offers himself for re-election as a director of the company.
- To re-elect Ms Mary Carney, who is retiring by rotation under the provisions of Article 76 of the Articles of Association, who, being eligible, offers herself for re-election as a director of the company.
- 7. To approve the proposed final dividend of 0.40 pence per share.
- 8. To re-appoint BDO LLP as auditor and to authorise the directors to determine their remuneration.
- 9. To give authority to the directors to allot shares pursuant to Section 551 of the Companies Act 2006. This authorises the company for a period of up to 15 months, or until the next AGM if sooner, to allot 1p Ordinary Shares up to an aggregate nominal value of £210,487.14, being a further one third of the company's present issued share capital as a rights issue.

NDJ O'Shea

Chairman of the Meeting

THURSDAY



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Special resolutions passed at the Annual General Meeting on 14 August 2019

- 10. As a special resolution, to grant a limited disapplication of the statutory pre-emption rights contained in Section 570 of the Companies Act 2006. This authorises the Company for a period of up to 15 months, or until the next AGM if sooner, to allot 1p ordinary shares up to an aggregate nominal value of £31,573.07, being 5% of the company's present issued share capital, without first offering them as a rights issue to existing shareholders.
- 11. As a special resolution, to give a limited power to the company to purchase its own shares. This authorises the company for a period of up to 15 months, or until the next AGM if sooner, to purchase 1p ordinary shares up to a maximum aggregate nominal value of £31,573.07, being 5% of the Company's present issued share capital, at no more than 105% of the average of the middle market quotations for ordinary shares for the five business days prior to the date of purchase and the minimum price of 1p.

NDJ O'Shea

Chairman of the Meeting