



Number of Company 2155571

**COMPANY LIMITED BY SHARES
RESOLUTIONS OF
AUKETT FITZROY ROBINSON GROUP PLC
(Pursuant to Section 282 & 283 of the Companies Act 2006)
Passed on Tuesday 25 March 2014**

At the Annual General Meeting of the above named Company, duly convened, and held at 36-40 York Way, London, N1 9AB on Tuesday 25 March 2014, the following resolutions were duly passed

Ordinary business

- 1 That the annual report for the year ended 30 September 2013 be received and adopted
- 2 That Duncan Harper be re-elected as a director
- 3 That Andrew Murdoch be elected as a director
- 4 That David Hughes be elected as a director
- 5 That Nick Pell be elected as a director
- 6 That BDO LLP be re-appointed as auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the company, at remuneration to be fixed by the directors

Special business

- 7 That the name of the company be changed to Aukett Swanke Group Plc
- 8 That the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the 'Act') to exercise all powers of the company to allot shares in the company up to an aggregate nominal amount of £7826,068 to such persons and upon such conditions as the directors may determine, such authority to expire at the conclusion of the next annual general meeting of the company save that the company may before such expiry make an offer or agreement which would or might require shares in the company to be allotted after such expiry and the directors may allot shares in the company in pursuance of such an offer or agreement as if the authority conferred hereby had not expired
- 9 That the directors be and are hereby empowered pursuant to section 570 of the Act to allot shares in the company up to an aggregate nominal amount of £165,214 for cash pursuant to the authority conferred by resolution 8 above as if section 561 of the Act did not apply to such allotment, such authority to expire at the conclusion of the next annual general meeting of the company save that the company may before such expiry make an offer or agreement which would or might require shares in the company to be allotted after such expiry and the directors may allot shares in the company in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

Duncan Harper
Company Secretary

Aukett Fitzroy Robinson Group Plc
Registered number: 02155571
Registered office 36-40 York Way
London, N1 9AB, United Kingdom