

COMPANY NUMBER: 3015847

SATURDAY



A31 \*A23TGUJ1\* 10/11/2007 274  
COMPANIES HOUSE

**THE COMPANIES ACTS 1985 AND 2006**  
**COMPANY LIMITED BY SHARES**  
**ORDINARY AND SPECIAL RESOLUTIONS**  
**OF**  
**WILMINGTON GROUP plc**

At the Annual General Meeting of the above Company duly convened and held at the offices of Hoare Govett Limited, 250 Bishopsgate, London EC2M 4AA on 8 November 2007, the Resolutions numbered 7 and 10 below were duly passed as Ordinary Resolutions and the Resolutions numbered 8 and 9 below were duly passed as Special Resolutions:

**ORDINARY RESOLUTION**

- 7 That the Directors be and they are hereby generally and unconditionally authorised (in substitution for any existing such authority, to the extent unused) for the purposes of section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to an aggregate nominal amount of £1,397,028, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2008 or the date being 15 months after the date of the passing of this Resolution (whichever is the earlier), save that the Company may before such expiry make an offer or an agreement which would or might require relevant securities to be allotted after such authority expires and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTIONS**

- 8 That, subject to the passing of Resolution 7 above, the Directors be and they are hereby empowered (in substitution for any existing such power) pursuant to section 95 of the Act to allot equity securities (within the meaning of sections 94(2) and 94(3A) of the Act) for cash pursuant to the authority conferred on the Directors by Resolution 7 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
- (a) for the purpose of, or in connection with, an offer of such equity securities by way of rights to the holders of issued ordinary shares in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory or otherwise however, and
  - (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £209,554

and such power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2008 or the date being 15 months after the date of the

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WE CERTIFY THIS TO BE A TRUE  
PHOTOGRAPHIC COPY OF  
THE ORIGINAL  
*Lawrence Graham*  
.....  
LAWRENCE GRAHAM LLP SOLICITORS  
4 MORE LONDON RIVERSIDE LONDON SE1 2AU  
DATE .. 9.. 11.. 2007 ..

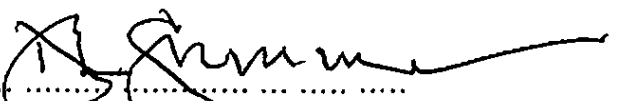
passing of this Resolution (whichever is the earlier), save that the Company may before such expiry make an offer or an agreement which would or might require equity securities to be allotted after such power expires and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the introductory wording to this Resolution 8 the words "pursuant to the authority conferred on the Directors by Resolution 7 above" were omitted

9. That the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined by section 163(3) of the Act) on the London Stock Exchange of ordinary shares in the capital of the Company ("ordinary shares") provided that
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 8,382,168 ordinary shares;
  - (b) the maximum price which may be paid for each ordinary share is an amount equal to the higher of (i) 105 per cent. of the average of the closing mid market prices for the ordinary shares of the Company (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase, and (ii) the price stipulated in Article 5(i) of the Buy-back and Stabilisation Regulation (No. 2237 of 2003), and the minimum price per ordinary share is the nominal value thereof exclusive of any expenses payable by the Company;
  - (c) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2008 or the date being 15 months after the date of the passing of this Resolution (whichever is the earlier), and
  - (d) the Company may, before the expiry of this authority, make a contract to purchase ordinary shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of such a contract, as if such authority had not expired

#### **ORDINARY RESOLUTION**

10. That the rules of the Wilmington Group plc 2007 Performance Share Plan (the "Plan") referred to in the Chairman of the Board's letter to shareholders dated 1 October 2007 and produced in draft to this Meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:
- (a) make such modifications to the Plan as they may consider appropriate to take account of the requirements of best practice and for the implementation of the Plan and to adopt the Plan as so modified and to do all such other acts and things as they may consider appropriate to implement the Plan; and
  - (b) establish further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are

treated as counting against the limits on individual or overall participation in the Plan.

  
.....  
Chairman