

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

Resolutions of Intu Properties plc
(passed 6 May 2015)

At the Annual General Meeting of Intu Properties plc convened and held on 6 May 2015, the following resolutions were duly passed

As an ordinary resolution:

THAT the authority conferred on the Directors by paragraph 5 2 of Article 5 of the Company's Articles of Association be renewed for the period ending at the end of the Annual General Meeting in 2016 or on 30 June 2016, whichever is the earlier, and for such period the section 551 Amount shall be £219,473,008 50

As a special resolution:

THAT subject to the passing of Resolution 15 above, the power conferred on the Directors by paragraph 5 3 of Article 5 of the Company's Articles of Association be renewed for the period referred to in such Resolution and for such period the section 561 Amount shall be £32,920,951 00

As a special resolution

THAT the Company be and is hereby unconditionally and generally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of ordinary shares of 50 pence each in the capital of the Company provided that

- (i) the maximum number of shares which may be purchased is 131,683,805,
- (ii) the minimum price which may be paid for each share is 50 pence,
- (iii) the maximum price which may be paid for a share is an amount equal to the higher of (a) 105 per cent of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased or (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buyback programmes and stabilisation of financial instruments (No 2273/2003), and
- (iv) this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2016, or on 30 June 2016, whichever is the earlier, (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time

Certified a True Copy

Susan Marsden

Susan Marsden
Company Secretary



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COMPANIES HOUSE