

**THE COMPANIES ACTS 1985 TO 1989**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**ORDINARY RESOLUTIONS**  
**AND**  
**SPECIAL RESOLUTION**  
**OF**  
**WESTMINSTER GROUP PLC**

WEDNESDAY



At an Extraordinary General Meeting of the Company, duly convened and held in accordance with the Company's Articles of Association at Westminster House, Blacklocks Hill, Banbury, Oxon, OX17 2BS on 3 April 2007, the following resolutions were duly passed, in the case of resolutions 1, 2 and 4, as ordinary resolutions and in the case of resolution 3 as a special resolution -

**Ordinary Resolution**

- 1 "THAT, subject to the passing of each of the resolutions set out in the notices dated the same date as the notice of this meeting convening separate general meetings of the holders of the "A" shares of £0 01 each, and of the "B" shares of £0 01 each, in the capital of the Company and of the resolutions numbered 2 and 3 in this notice of meeting
- 1 1 all the issued and unissued shares in the capital of the Company be re-designated as ordinary shares of £0 01 each,
- 1 2 all such ordinary shares of £0 01 each be consolidated into ordinary shares of £0 10 each, having the rights and being subject to the restrictions set out in the Company's articles of association, as proposed to be adopted pursuant to resolution numbered 3 in the notice of this meeting, and
- 1 3 the Directors may settle any difficulty which may arise in relation to such re-designation, consolidation or sub-division (including, without limitation, in relation to any fractional entitlements) as they may, in their absolute discretion, think expedient or fit

**Ordinary Resolution**

- 2 THAT, subject to the passing of each of the resolutions set out in the notices dated the same date as the notice of this meeting convening separate general meetings of the holders of the "A" shares of £0 01 each, and of the "B" shares of £0 01 each, in the capital of the Company and of the resolutions numbered 1 and 3 in the notice of this meeting, the authorised share capital of the Company be increased from £1,000,000 to £2,000,000 by the creation of 10,000,000 ordinary shares of £0 10 each

**Special Resolution**

- 3 THAT, subject to the passing of each of the resolutions set out in the notices dated the same date as the notice of this meeting convening separate general meetings of the holders of the "A" shares of £0 01 each, and of the "B" shares of £0 01 each, in the capital of the Company and of the resolutions numbered 1 and 2 in the notice of this meeting
- 3 1 the articles of association in the form of the print produced to the meeting and, for the purposes of identification only, signed by the chairman of the meeting be adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association, and

- 3 2 the memorandum of association of the Company with respect to its objects be altered by the deletion of clause 4 of the current memorandum of association and by the substitution thereof of the clause 4 set out in the document produced to the meeting and, for the purposes of identification only, signed by the chairman of the meeting

### **Ordinary Resolution**

- 4 THAT, subject to the passing of each of the resolutions set out in the notices dated the same date as the notice of this meeting convening separate general meetings of the holders of the "A" shares of £0 01 each, and of the "B" shares of £0 01 each, in the capital of the Company and of the resolutions numbered 1, 2 and 3 in the notice of this meeting
- 4 1 the rules of the Westminster Group Plc Share Option Scheme, a copy of which has been produce to the meeting and initialled, for the purpose of identification only, by the chairman of the Company be approved and adopted with immediate effect, subject to any amendments that are necessary or desirable in order to ensure compliance with the provisions of Schedule 5 to the Income Tax (Earnings & Pensions) Act 2003 or otherwise, and
- 4 2 the Directors be authorised to do all acts and things necessary to carry the same into effect including, where necessary, to make such amendments to such rules as they consider to be necessary or desirable "



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**Chairman**