

Company Number: 3967650

ORDINARY AND SPECIAL RESOLUTIONS

OF

WESTMINSTER GROUP PLC

(the "Company")

Passed on 26 June 2018

THURSDAY



A25 *A7911MWB* 28/06/2018 #166
COMPANIES HOUSE

At an annual general meeting of the Company duly convened and held at the offices of Moore Stephens LLP, 150 Aldersgate Street, London, EC1A 4AB on 26 June 2018 at 11.00 am the following resolutions were duly passed:

Ordinary Resolutions

1. To receive, consider and adopt the Company's audited Financial Statements for the financial year ended 31 December 2017 together with the directors' report and auditors' report on those Financial Statements.
2. To re-appoint Sir Malcolm Ross who retires by rotation, as a director of the Company.
3. To re-appoint Mr Martin Boden, who retires from office in accordance with the Articles of Association, as a director of the Company.
4. To re-appoint Mr Stuart Fowler who retires by rotation, as a director of the Company.
5. To re-appoint Mrs Patsy Baker, who retires from office in accordance with the Articles of Association, as a director of the Company.
6. To reappoint Moore Stephens LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next general meeting at which the Financial Statements are laid before the Company.
7. To authorise the directors to fix the remuneration of the auditors.
8. That the directors of the Company be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot Relevant Securities (as defined below) up to an aggregate nominal amount of £6,500,000 provided that (unless previously revoked, varied or renewed) this authority shall expire 15 months from the date of passing this resolution, or, if earlier, at the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution save that the Company may before such expiry make an offer or enter into an agreement which would or might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Such authority shall be in substitution for any equivalent authority granted to the directors of the Company prior to the passing of this resolution, but without prejudice to the continuing authority of the directors to allot Relevant Securities pursuant to an offer or agreement made by the Company before the expiry of any such earlier

authority. For the purposes of this resolution, a "Relevant Security" is any share in the Company and any right to subscribe for or to convert any security into a share or shares in the Company. For the purposes of this resolution, a "Relevant Security" is any share in the Company and any right to subscribe for or to convert any security into a share or shares in the Company.

Special Resolution

9. That, subject to the passing of resolution 8 above, the directors of the Company be given power pursuant to sections 570(1) and 573 of the 2006 Act, to allot equity securities (as defined by section 560 of the 2006 Act) of the Company for cash pursuant to the authority conferred by resolution 8 and / or sell any equity securities of the company held as treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, or sale, provided that such power is limited to:
- 9.1 the allotment of equity securities and sale of treasury shares in connection with an offer of such securities by way of a rights issue, open offer or other pre-emptive offer made to the holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of such shares (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may deem necessary to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties arising under the laws of any territory or the requirements of any regulatory body, stock exchange or any other matter whatsoever;
- 9.2 the allotment of equity securities and sale of treasury shares (otherwise than pursuant to paragraph 9.1 above) up to a maximum aggregate nominal amount of £6,000,000. This authority shall expire 15 months from the date of passing this resolution, or, if earlier, at the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution, provided that the Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after the expiry of this power and the directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.



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Director