

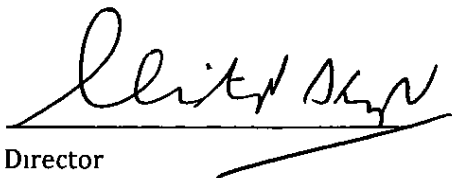
Company Number: 04402058

ORDINARY RESOLUTION
OF
BROOKS MACDONALD GROUP PLC (the "Company")
(Pursuant to Section 282 of the Companies Act 2006)

Passed on 25 October 2016

AT A GENERAL MEETING of the Company, duly convened, and held at 72 Welbeck Street, London, W1G 0AY on 25 October 2016 the following ORDINARY RESOLUTION was duly passed

- 1 that the directors be generally and unconditionally authorised pursuant to section 551 of Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Relevant Securities"), up to a maximum aggregate nominal amount of £45,243, for a period expiring (unless previously revoked, varied or renewed) on the date which is 15 months after the passing of this resolution or, if sooner, the end of the next Annual General Meeting of the Company. However, in each case the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired


Director

25th October 2016
Date

