

PUBLIC COMPANY LIMITED BY SHARES

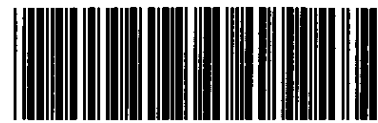
NOTICE OF THE PASSING OF A SPECIAL RESOLUTION

HAMPDEN & CO PLC

(Registered No. SC386922)

(the "Company")

THURSDAY



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21/11/2019

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COMPANIES HOUSE

Notice is hereby given that at a general meeting of the above named Company, duly convened and held on 19 November 2019 at 9 Charlotte Square, Edinburgh EH2 4DR, the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

" THAT:

1. all of the ordinary shares of £0.05 each (the "Existing Ordinary Shares") in the capital of the Company in issue at 6.00 p.m. (London time) on 18 November 2019 (the "Consolidation Record Time") shall be consolidated into new ordinary shares of £1.00 each in the capital of the Company (the "Consolidated Ordinary Shares") on the basis of 20 Existing Ordinary Shares being consolidated into one Consolidated Ordinary Share, such Consolidated Ordinary Shares having the rights, and being subject to the restrictions, as set out in the articles of association of the Company, provided that where such consolidation (the "Consolidation") results in any member of the Company being entitled to a fraction of a Consolidated Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a Consolidated Ordinary Share to which other members of the Company may be entitled and the directors of the Company (the "Directors") be and are hereby authorised to deal with such fractions as they shall determine in accordance with the Company's articles of association;
2. subject to the confirmation of the Court of Session in Edinburgh (the "Court"), the ordinary share capital of the Company immediately following the Consolidation of share capital pursuant to sub-paragraph 1 of this resolution be reduced by cancelling capital to the extent of £0.95 on each issued fully paid up Consolidated Ordinary Share and reducing the nominal value of each issued fully paid up Consolidated Ordinary Share from £1.00 to £0.05, and the amount of share capital so cancelled and reduced be credited to retained earnings which, subject to any undertaking required by the Court, may be applied in any manner in which the Company's profits available for distribution may be applied (as determined in accordance with the Companies Act 2006 (the "Act") and the Companies (Reduction of Share Capital) Order 2008 (the "Order")), including by way of dividends and share buy-backs;
3. subject to the confirmation of the Court, the entire amount standing to the credit of the Company's capital redemption reserve as at the date of the passing of this resolution be cancelled and, subject to any undertaking required by the Court, the amount of the capital redemption reserve so cancelled be credited to retained earnings which may be applied in any manner in which the Company's profits available for distribution may be applied (as determined in accordance with the Act and the Order), including by way of dividends and share buy-backs;

4. subject to the confirmation of the Court, the entire amount standing to the credit of the Company's share premium account as at the date of the passing of this resolution be cancelled and, subject to any undertaking required by the Court, the amount of the share premium account so cancelled be credited to retained earnings which may be applied in any manner in which the Company's profits available for distribution may be applied (as determined in accordance with the Act and the Order), including by way of dividends and share buy-backs;
5. in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the "Board") be and it is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,100,000, provided that this authority shall expire at 11.59 p.m. on 30 November 2022 unless previously revoked, varied or extended by the Company in general meeting, and save that the Company may at any time prior to the expiry of this authority make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if this authority had not expired; and
6. in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board be and it is hereby generally empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any security into, shares in the capital of the Company) and to sell equity securities held by the Company as treasury shares (within the meaning of section 560(3) of the Act) for cash pursuant to the authority conferred on the Board by sub-paragraph 5 of this resolution, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares up to an aggregate nominal amount of £2,100,000 and shall expire at 11.59 p.m. on 30 November 2022 unless previously revoked, varied or extended by the Company in general meeting, and save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired."



Richard Lyon, Company Secretary

Date: 19 November 2019