

No. 55513

LAIRD PUBLIC LIMITED COMPANY
(the "Company")

Resolutions passed 29 April 2016

FRIDAY



At the Annual General Meeting of the Company duly convened and held on 29 April 2016, the following resolutions were passed 13 as an Ordinary Resolution and 14, 15, 16 and 17 as Special resolutions

ORDINARY RESOLUTION

Resolution 13

Authority to allot shares

THAT the Directors be and are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares

- (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £25,435,965 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum), and
- (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £50,871,930 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer or invitation by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (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 consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next AGM or, if earlier, on 29 July 2017, save that the Company may, at any time before such expiry, make any offer, agreement or other arrangement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares pursuant to any such offer, agreement or other arrangement as if the authorisations conferred hereby had not expired and provided that these authorisations shall be in substitution for and to the exclusion of any previous authority conferred on the Directors to allot relevant securities

SPECIAL RESOLUTIONS

Resolution 14

Disapplication of pre-emption rights

THAT subject to the passing of Resolution 13 above, the Directors be and are hereby empowered pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act") to

- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by Resolution 13 above, and
- (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 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 for cash and the sale of treasury shares

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under Resolution 13(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (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 consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, and
- (ii) in the case of the authorisation granted under Resolution 13(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this Resolution, up to an aggregate nominal amount of £3,815,394,

and shall expire at the conclusion of the next AGM of the Company or, if earlier, on 29 July 2017, save that the Company may, at any time before such expiry, make any offer, agreement or other arrangement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares pursuant to any such offer, agreement or other arrangement as if the power conferred hereby had not expired

Resolution 15

Disapplication of pre-emption rights for an acquisition or specified capital investment

THAT subject to the passing of Resolutions 13 and 14 above, and in addition to the power given by that Resolution 13, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act") to

- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by paragraph (a) of that Resolution 13 above, and
- (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 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 for cash and the sale of treasury shares otherwise than pursuant to the said Resolution 14, up to an aggregate nominal amount of £3,815,394,

and shall expire at the conclusion of the next AGM of the Company or, if earlier, on 29 July 2017, save that the Company may, at any time before such expiry, make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired

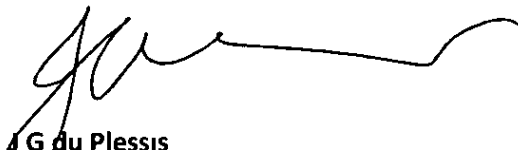
Resolution 16
Authority to purchase own shares

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares of 28 125p each in the capital of the Company (the "ordinary shares") on such terms and in such manner as the Directors may from time to time determine, provided that

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 27,131,696, representing 10 per cent of the issued share capital of the Company as at 17 March 2016,
- (b) the minimum price which may be paid for each ordinary share is 28 125p, which amount shall be exclusive of expenses,
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to the higher of
 - (i) 105 per cent of the average of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange PLC for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased, and
 - (ii) the higher of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, as stipulated by article 5(1) of the EU Buyback and Stabilisation Regulations 2003 (No 2273/2003) prior to 3 July 2016 or, on or after 3 July 2016, the amount stipulated by Regulatory Technical Standards adopted by the European Commission pursuant to article 5(6) of the Market Abuse Regulation (EU) (No 596/2014),
- (d) unless previously renewed, revoked or varied, by the Company in a general meeting, this authority shall expire at the conclusion of the next AGM of the Company or, if earlier, on 29 July 2017, and
- (e) the Company may, before the expiry of this authority, make a contract to purchase ordinary shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it, as if this authority had not expired

Resolution 17
Notice of general meetings

THAT a general meeting of the Company (other than an AGM) may be called on not less than 14 clear days' notice



J G du Plessis
Company Secretary

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