

Company No. 241882

Fuller, Smith & Turner P.L.C.

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

Passed: 18 July, 2012

At the Annual General Meeting of shareholders held on Wednesday 18 July, 2012, the following Resolutions were duly passed (in the case of Resolutions 13, 14 and 15 as Special Resolutions).

10 The Chairman moved, and it was resolved that the Directors' Remuneration Report contained in the Report & Accounts for 2012 be approved

11 The Chairman moved, and it was resolved that the Fuller, Smith & Turner P L C SIP, a summary of which was set out in Appendix Two to the letter from the Chairman accompanying the notice of meeting, be and is hereby amended as described in the summary and extended for a period of ten years from the date of the meeting and the Directors be and are authorised to do all such acts, matters and things as they may consider appropriate to extend the SIP, including the making of minor amendments in order to confirm or obtain the continued approval of Her Majesty's Revenue and Customs

12 The Chairman moved, and it was resolved that the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 and in substitution for any previous authority to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1,115,704

This authority will expire at the conclusion of the next Annual General Meeting or on 17 October 2013, whichever is earlier (unless and to the extent that such authority is renewed or varied prior to such date) but so that the Company may before the expiry of such authority make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such authority and the Directors may allot shares or grant Rights pursuant to such an offer or agreement as if the authority conferred hereby had not expired

13 The Chairman moved, and it was resolved as a Special Resolution that subject to the passing of resolution 12 above, the Directors be empowered

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pursuant to Section 570 of the Companies Act 2006 and in substitution for any previous authority to allot equity securities (as defined by Section 560 of the Companies Act 2006) for cash pursuant to the authority granted by resolution 12 above, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment up to an aggregate nominal amount of £1,115,704 representing 4.89% of the total issued ordinary share capital of the Company

This authority will expire at the next Annual General Meeting or on 17 October 2013, whichever is earlier, but so that the Company may before the expiry of such authority make an offer or agreement which would or might require equity securities to be allotted after the expiry of such authority and the Directors may allot equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

14 The Chairman moved, and it was resolved as a Special Resolution that the Company be unconditionally and generally authorised pursuant to and in accordance with Section 701 of the Companies Act 2006 to make market purchases, as defined by Section 693(4) of the Companies Act 2006, of its 'A' ordinary shares, provided that

(i) the maximum number of shares that may be acquired under this authority is 4,833,753 'A' ordinary shares of 40p,

(ii) the minimum price that may be paid for each 'A' ordinary share is 40p,

(iii) the maximum price (excluding expenses) which may be paid for each 'A' ordinary share is 5% over the average middle market price based on the London Stock Exchange Daily Official List for the five business days immediately preceding the purchase,

(iv) the 'A' ordinary shares purchased under this authority may be held as treasury shares to be used in connection with, among other purposes, the Company's Long Term Incentive Plan and/or other share option schemes, and

(v) the authority will expire on the earlier of the date of the next Annual General Meeting and 19 January 2014 except in relation to a purchase of shares contracted before expiry of the authority

15 The Chairman moved, and it was resolved as a Special Resolution that a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice in writing



Louise Miller

Assistant Company Secretary