

Company No. 241882

Fuller, Smith & Turner P.L.C

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

Passed 23 July 2015

COMPANIES HOUSE



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At the Annual General Meeting of shareholders held on Thursday 23 July 2015, the following Resolutions were duly passed (in the case of Resolutions 11, 12 and 14 as Special Resolutions)

9 THAT the Fuller, Smith & Turner P L C Savings Related Share Option Scheme 2015 (the "Scheme"), a summary of which is set out in Appendix 2 to the letter from the Chairman accompanying the Notice of Annual General Meeting dated 24 June 2015, be adopted and established and the directors of the Company be and they are hereby authorised to do all acts, matters and things which they may consider necessary or desirable in order to carry the Scheme into effect, including the making of non-material or consequential amendments thereto

10 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 £ 1,109,299

This authority will expire at the conclusion of the next Annual General Meeting or on 22 October 2016, 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

11 THAT the Directors be empowered 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 10 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 £1,109,299 representing 4.9% of the total issued ordinary share capital of the Company

This authority will expire at the next Annual General Meeting or on 22 October 2016, 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

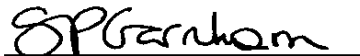
12 THAT the Company be unconditionally and generally authorised pursuant to and in accordance with Section 701 of the Companies Act 2006 to make market purchases, as defined by Section 693(4) of the Companies Act 2006, of its 'A' ordinary shares, provided that

(i) the maximum number of shares that may be acquired under this authority is 4,853,271 '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 22 January 2017 except in relation to a purchase of shares contracted before expiry of the authority

13 THAT the terms of the agreement entered into between the Company and Henry David Williams dated 3 June 2015 (the "Purchase Contract") (a copy of which has been produced to the meeting and made available at the Company's registered office for not less than 15 days ending with the date of this meeting) pursuant to which the Company may make the off-market purchase (as defined by section 693(2) of the Companies Act 2006) of 1,000,000 B ordinary shares from Henry David Williams, be approved and authorised generally and for the purpose of section 694 of the Companies Act 2006 and that the Company be authorised to make such off-market purchase of 1,000,000 B ordinary shares from Henry David Williams pursuant to the terms of the Purchase Contract, provided that this authority shall expire on 28 August 2015 or, if earlier, the day immediately following the day on which the purchase of 1,000,000 B Shares by the Company becomes unconditionally effective

14 THAT a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice in writing



Séverine Garnham
Company Secretary