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**PUBLIC COMPANY LIMITED BY SHARES**

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**ORDINARY/SPECIAL RESOLUTIONS**

of

**A & J MUCKLOW GROUP PLC (THE "COMPANY")**

At the Annual General Meeting of the Company held at the Birmingham Botanical Gardens & Glasshouses, Westbourne Road, Edgbaston, Birmingham B15 3TR on 14 November 2017 the following resolutions were passed, in the case of the resolution numbered 8, as an ordinary resolution, and in the case of the resolutions numbered 9 and 10, as special resolutions of the Company:-

**ORDINARY RESOLUTION**

8. THAT, pursuant to section 551 of the Companies Act 2006 (and in substitution for all subsisting authorities), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**") up to an aggregate nominal amount of £5,274,570.00 for the period expiring on 31 January 2019 or at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, whichever first occurs (unless previously renewed, varied or revoked by the Company in general meeting), but the Company may, before such expiry, make an offer or agreement 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 in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

**SPECIAL RESOLUTIONS**

9. THAT, subject to the passing of resolution 8 in the notice of Annual General Meeting, the directors be and are generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the "**Act**") to allot equity securities (within the meaning of section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 8 in the notice of Annual General Meeting or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to the allotment. This power is limited to:
- (a) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings of ordinary shares and to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but subject to the directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:
    - (i) to deal with equity securities representing fractional entitlements; and

- (ii) in relation to treasury shares and record dates, and to deal with legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment of equity securities for cash otherwise than pursuant to paragraph (a) up to an aggregate nominal amount of £791,185.00,

and will expire on 31 January 2019 or at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, whichever first occurs, but the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

10. THAT, in accordance with the Company's Articles of Association, a General Meeting of the Company, other than an Annual General Meeting, may be called by 14 clear days' notice.

  
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DIRECTOR