

WESTMINSTER GROUP PLC

Company number 3967650

WEDNESDAY



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COMPANIES HOUSE

ORDINARY AND SPECIAL RESOLUTIONS

OF

WESTMINSTER GROUP PLC (Company)

Passed on 19 June 2013

At an annual general meeting of the Company duly convened and held at Westminster House, Blacklocks Hill, Banbury, Oxfordshire, OX17 2BS on 19 June 2013 at 10 am, the following resolutions were duly passed as ordinary and special resolutions

ORDINARY RESOLUTION

6 That the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot Relevant Securities (as defined below) up to an aggregate nominal amount of £3,200,000 provided that (unless previously revoked, varied or renewed) this authority shall expire 15 months from the date of passing this resolution, or, if earlier, the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution save that the Company may before such expiry make an offer or enter into an agreement which would or might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities

For the purposes of this resolution, a "Relevant Security" is

- (a) a share in the Company other than a share allotted pursuant to
 - (i) an employee share scheme (as defined by section 1166 of the 2006 Act),
 - (ii) a right to subscribe for a share or shares in the Company where the grant of the right itself constituted a Relevant Security, or
 - (iii) a right to convert securities into a share or shares in the Company where the grant of the right itself constituted a Relevant Security
- (b) any right to subscribe for or to convert any security into a share or shares in the Company other than a right to subscribe for or convert any security into a share or shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act)

References to the allotment of "Relevant Securities" in this resolution shall be construed accordingly

SPECIAL RESOLUTIONS

7 That, subject to the passing of resolution 6 above, the directors of the Company be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 6 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that such power is limited to

- 7 1 the allotment of equity securities in connection with an offer by way of a rights issue
- 7 1 1 to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, and
- 7 1 2 to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange, and

- 7 2 the allotment of equity securities (otherwise than pursuant to paragraph 7 1 above) up to a maximum aggregate nominal amount of £2,500,000

This authority shall expire 15 months from the date of passing this resolution, or, if earlier, the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution, provided that the Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the directors may allot equity securities in pursuance of such an offer or agreement as if the power had not expired

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot equity securities but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities

8 That Article 16 of the Company's Articles of Association (as adopted by special resolution on 19 June 2009 and effective from 1 October 2009) be deleted and replaced with the following

"ISSUE OF SHARE CERTIFICATES"

16 Every share certificate shall be issued under the Seal (which may be affixed to it, printed on it or a representation of it be authenticated by laser seal on the certificate) or under a Securities Seal (which may be affixed to it, printed on it or a representation of it be authenticated by laser seal on the certificate) or, in the case of shares on a branch register, an official seal for use in the relevant territory, or otherwise executed by the Company in a manner permitted by the Statutes and shall specify the number and class of shares to which it relates and the amount paid up thereon No certificate shall be issued representing shares of more than one class No certificate shall normally be issued in respect of shares held by a Financial Institution "

Signed



Ian Selby, Company secretary