

No. 358948

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**Resolution
of
Bunzl plc**

(Passed on 16 April 2014)

AT THE ANNUAL GENERAL MEETING of BUNZL plc duly convened and held in The Park Suite at The Dorchester, Park Lane, London W1K 1QA on 16 April 2014 the following resolution was passed:

19. Special Resolution (Notice of general meetings)

THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

20. Ordinary Resolution (Approval of the Bunzl Long Term Incentive Plan (2014))

THAT the rules of the Bunzl Long Term Incentive Plan in the proposed updated form referred to in Appendix 3 to the Chairman's letter to shareholders dated 10 March 2014 and produced in draft to this year's AGM and, for the purposes of identification, initialled by the Chairman, be approved to become the Bunzl Long Term Incentive Plan (2014) (the '2014 Plan') in relation to future grants and the directors be authorised to:

- (a) make such minor modifications to the proposed form of the 2014 Plan as they may consider appropriate to take account of the requirements of best practice and for the implementation of the proposed 2014 Plan and to approve the 2014 Plan in the form as so modified or not to govern future grants and to do all such other acts and things as they may consider appropriate to give effect to such changes; and
- (b) establish further plans based on the 2014 Plan in the proposed form but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the 2014 Plan.



P G ROGERSON
Chairman