

INCHCAPE PLC

In accordance with LR 9.6.2, Inchcape plc confirms that the resolutions listed below relating to special business were passed at the ANNUAL GENERAL MEETING of Inchcape plc, duly convened and held at Deutsche Bank AG, Winchester House, 1 Great Winchester Street, London EC2N 2DB on Thursday 21 May 2015. Resolutions 15 was passed as an ORDINARY RESOLUTION and Resolutions 16 to 19 as SPECIAL RESOLUTIONS:-

ORDINARY RESOLUTIONS

15. To authorise the directors generally and unconditionally, in substitution for all subsisting authorities, to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £14,831,670 such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 21 August 2016) but, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

16. To empower the directors, subject to the passing of resolution 15, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares of 10 pence each in the Company ("ordinary shares") held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

(A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities, as required by the rights of those securities or, as the directors otherwise consider necessary, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(B) in the case of the authority granted under resolution 15 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under resolution 16(A) above) of equity securities or sale of treasury shares up to a nominal amount of £2,224,750

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 21 August 2016) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

17. To authorise the Company for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of the ordinary shares, such power to be limited:

(A) to a maximum number of 44,495,012 ordinary shares;

(B) by the condition that the minimum price which may be paid for an ordinary share is the nominal amount of that share and the maximum price which may be paid for an ordinary share is the highest of:

- (i) an amount equal to 5 per cent above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
- (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time, in each case, exclusive of expenses;

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 21 August 2016) but during this period the Company may enter into a contract to purchase ordinary shares which would or might be completed or executed wholly or partly after the power ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

- 18. To approve that a general meeting other than an AGM may be called on not less than 14 clear days' notice.
- 19. That the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association