

Company No. 2128710

HOWDEN JOINERY GROUP PLC
(the “Company”)

Special business approved on a poll at the Annual General Meeting of the Company held on 5 May 2016 at UBS Investment Bank, 1 Finsbury Avenue, London, EC2M 2PP:

Ordinary Resolution 15

That the Company and any subsidiaries of the Company at any time during the period for which this resolution relates, be and are hereby authorised for the purposes of Part 14 of the Companies Act 2006 (the Act), during the period commencing on the date of the passing of this resolution and ending on the date of the Company's next annual general meeting, to:

- (a) make political donations to political parties and/or independent election candidates;
- (b) make political donations to political organisations other than political parties; and
- (c) incur political expenditure, up to an aggregate amount of £100,000.

For the purpose of this resolution the terms “political donations”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings as set out in sections 363 to 365 of the Act.

Ordinary Resolution 16

That the amendments to the existing Howden Joinery Group plc Long Term Incentive Plan (“LTIP”), including the addition of a French schedule which is based on the terms of the LTIP save where modified in order to fall within the scope of the “Loi Macron” and benefit from that new regime including various tax advantages and/or to take account of local laws in France (the “French Schedule”), a copy of the draft amended rules of which has been produced to the meeting and a summary of the changes to which is contained in the Explanation below, be and are hereby approved and adopted by the Company, and the Directors be and are hereby authorised to do all such acts and things necessary.

Ordinary Resolution 17

- (a) That the Board be and is hereby generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or to convert any securities into shares in the Company:

- (i) up to an aggregate nominal amount of £21,242,627; and
- (ii) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £42,485,254 (including within such limit any shares issued or rights granted under (i) above) in connection with an offer by way of a rights issue

to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the Board may impose any limits or restrictions and

make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of next year's annual general meeting or, if earlier, until the close of business on 4 August 2017 but, in each case, so that the Company may make offers and enter into arrangements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the authority ends and the Board may allot shares and grant rights under any such offer or agreement as if the authority had not ended;

- (b) That, subject to paragraph (c), all existing authorities given to the Directors pursuant to section 551 of the Act be revoked by this resolution; and
- (c) That paragraph (b) shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Ordinary Resolution 18

That, subject to the passing of Resolution 17, and in place of all existing powers, the Board be and is hereby generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, under the authority given by Resolution 17, as if section 561 of the Act did not apply to the allotment.

This power:

- (a) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 17(a)(ii), by way of a rights issue only) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
- (b) in the case of the authority granted under Resolution 17(a)(i), shall be limited to the allotment (otherwise than under a. above) of equity securities up to an aggregate nominal amount of £3,186,394;
- (c) shall apply until the end of next year's annual general meeting or, if earlier, until the close of business on 4 August 2017 but during this period the Company may make offers and enter into arrangements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended; and
- (d) applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "under the authority given by Resolution 17" were omitted.

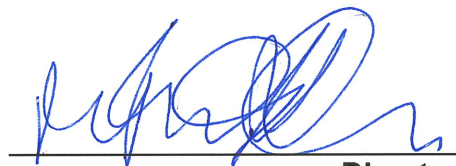
Ordinary Resolution 19

That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company ("ordinary shares") provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 63,727,882;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10p;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
 - (i) an amount equal to 105% of the average middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;
- (d) this authority expires at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 4 August 2017; and
- (e) the Company may make a purchase of ordinary shares after the expiry of this authority if the contract for such purchase was entered into before such expiry.

Ordinary Resolution 20

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



Director
5 May 2016