

Company Number: 160996

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

HENRY BOOT PLC (the 'Company')

At the Annual General Meeting of the Company duly convened and held at Baldwins Omega, Brincliffe Hill, Off Psalter Lane, Sheffield, S11 9DF on Thursday 21 May 2015, the following Resolutions were passed as an ORDINARY RESOLUTIONS of the Company:

RESOLUTION 12

THAT the rules of the Henry Boot PLC Long Term Incentive Plan 2015 (LTIP), the principal terms of which are summarised in the Appendix to this Notice of AGM and a copy of which having been produced to the meeting and initialled by the Chairman for the purpose of identification, be and are hereby approved, the LTIP be and is hereby adopted and the Directors of the Company be and they are hereby authorised to do all acts and things which they may consider necessary or expedient to give effect to the LTIP.

RESOLUTION 13

THAT the amendments to the rules of the Henry Boot PLC 2010 Schedule 4 Company Share Option Plan (CSOP) shown in the marked-up copy of the rules of the CSOP presented to the meeting and summarised in the explanatory note of this resolution on page 147 of the document of which this Notice of AGM forms part, be and are hereby approved and that the Directors be and they are hereby authorised to do all acts and things necessary to carry such amendments into effect.



RUSSELL A. DEARDS
Company Secretary
21 May 2015