

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS OF
WILMINGTON GROUP plc

At the Annual General Meeting of the above Company duly convened and held at the offices of Numis Securities Limited, 10 Paternoster Square, London EC4M 7LT on 10 November 2010, the Resolution numbered 7 below was duly passed as an Ordinary Resolution and the Resolutions numbered 8, 9, 10 and 11 below were duly passed as Special Resolutions:

ORDINARY RESOLUTION

7. That the Directors be and they are hereby generally and unconditionally authorised (in substitution for any existing such authority, to the extent unused) in accordance with section 551 of the Companies Act 2006 (the "2006 Act") to exercise all powers of the Company to allot relevant securities (as defined below) up to an aggregate nominal amount of £1,377,261 (representing approximately 33.33 per cent. of the issued share capital of the Company as at 30 September 2010), provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2011 or the date being 15 months after the date of the passing of this Resolution (whichever is the earlier), save that the Company may before such expiry make an offer or an agreement which would or might require relevant securities (as so defined) to be allotted after such authority expires and the Directors may allot relevant securities (as so defined) in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this Resolution, "relevant securities" means:

- shares in the Company other than shares allotted pursuant to:
 - an employee share scheme (as defined by section 1166 of the 2006 Act);
 - a right to subscribe for shares in the Company where the grant of the right itself constituted a relevant security; or
 - a right to convert securities into shares in the Company where the grant of the right itself constituted a relevant security; and
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into 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 include the grant of such rights.

SPECIAL RESOLUTIONS

8. That, subject to the passing of Resolution 7 above, the Directors be given the general power (in substitution for any existing such power to the extent unused) to allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the authority conferred on the Directors by Resolution 7 above as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer by way of rights:

- (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
- (ii) 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 to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or otherwise however; and

- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £206,589 (being approximately 5 per cent. of the issued share capital of the Company as at 30 September 2010)

and such power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2011 or the date being 15 months after the date of the passing of this Resolution (whichever is the earlier), save that the Company may before such expiry make an offer or an agreement which would or might require equity securities to be allotted after such power expires and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2) (b) of the 2006 Act as if in the introductory wording to this Resolution 8 the words "pursuant to the authority conferred on the Directors by Resolution 7 above" were omitted.

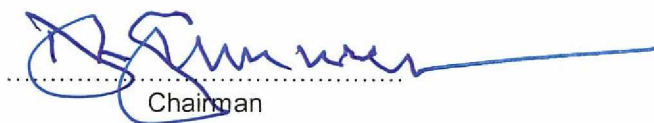
9. That the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the 2006 Act) of ordinary shares of 5p each in the capital of the Company ("ordinary shares") provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 8,263,568 ordinary shares (being approximately 10 per cent. of issued share capital the Company as at 30 September 2010);
- (b) the maximum price which may be paid for each ordinary share is an amount equal to the higher of (i) 105 per cent. of the average of the closing mid market prices for the ordinary shares of the Company (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase, and (ii) the higher of the price of the last independent trade on the trading venues where the purchase is carried out and the highest current independent bid on the trading venues where the purchase is carried out, and the minimum price which may be paid for an ordinary share is 5 pence (in each case exclusive of expenses);
- (c) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2011 or the date being 15 months after the date of the passing of this Resolution (whichever is the earlier); and
- (d) the Company may, before the expiry of this authority, make a contract to purchase ordinary shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of such a contract, as if such authority had not expired.

10. That:

- (a) the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which by virtue of section 28 of the 2006 Act, are to be treated as provisions of the Company's articles of association; and
- (b) the articles of association produced to the Meeting and initialled by the Chairman of the Meeting for the purpose 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.

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


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Chairman