

5 November 2015

**Wilmington plc**  
**Result of AGM**

Wilmington plc is pleased to announce that all resolutions proposed at its annual general meeting (the "AGM") held earlier today as set out in the notice convening the AGM were duly passed.

The proxy votes received by the Company in respect of the resolutions are set out below.

		<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
<b>Resolution 1</b>	Annual Report	69,659,162	0	301
<b>Resolution 2</b>	Remuneration Report	69,651,012	8,200	251
<b>Resolution 3</b>	Final dividend	69,659,212	0	251
<b>Resolution 4</b>	Mark Asplin	69,659,212	0	251
<b>Resolution 5</b>	Pedro Ros	69,657,212	2,000	251
<b>Resolution 6</b>	Anthony Foye	69,659,212	0	251
<b>Resolution 7</b>	Charles Brady	69,659,162	50	251
<b>Resolution 8</b>	Derek Carter	69,655,862	50	3,551
<b>Resolution 9</b>	Nathalie Schwarz	69,659,212	0	251
<b>Resolution 10</b>	Paul Dollman	69,659,212	0	251
<b>Resolution 11</b>	Reappoint Auditors	69,653,912	5,300	251
<b>Resolution 12</b>	Auditors Remuneration	69,658,612	600	251
<b>Resolution 13</b>	Allot relevant securities	61,991,889	7,667,273	301
<b>Resolution 14</b>	Pre-emption rights	69,650,962	8,200	301
<b>Resolution 15</b>	Purchase own shares	69,658,062	1,100	301
<b>Resolution 16</b>	Short notice General Meeting	69,593,744	65,418	301
<b>Resolution 17</b>	Increase Non-Executive Fees	64,746,035	4,900	4,908,528

Copies of the resolutions passed as special business at the AGM (resolutions 13 to 17 (inclusive)) have been submitted to the National Storage Mechanism and will shortly be available for inspection at:

[[www.Hemscott.com/nsm.do](http://www.Hemscott.com/nsm.do)]

**THE COMPANIES ACT 2006**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

**of**

**WILMINGTON PLC**  
**(the "Company")**

At a **GENERAL MEETING** of the above-named Company duly convened and held on 5 November 2015 at 10.00 a.m. at 88 Wood Street, London EC2V 7QR the following resolutions were duly passed, in the case of resolutions 1 to 12 (inclusive), 13 and 17, as ordinary resolutions and, in the case of resolutions 14 to 16 (inclusive), as special resolutions.

**ORDINARY RESOLUTIONS**

1. To receive the audited Annual Report and Financial Statements of the Company for the financial year ended 30th June 2015 together with the Directors' Report and the Independent Auditors' Report therein and on the auditable part of the Report on Directors' Remuneration set out therein and on the Directors' Report.
2. To approve the Directors' Remuneration Report (as set out on pages 37 to 52 of the accompanying Annual Report and Financial Statements (other than the part containing the Directors' Remuneration Policy)) for the financial year ended 30 June 2015.
3. To declare a final dividend of 4.0 pence per ordinary share for the financial year ended 30 June 2015.
4. To reappoint as a Director Mark Asplin who retires and offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
5. To reappoint as a Director Pedro Ros who retires and offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
6. To reappoint as a Director Anthony Foye who retires and offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
7. To reappoint as a Director Charles Brady who retires and offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
8. To reappoint as a Director Derek Carter who retires and offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.

9. To reappoint as a Director Nathalie Schwarz who retires and offers herself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
10. To reappoint as a Director Paul Dollman who retires and offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
11. To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
12. To authorise the Directors to agree the remuneration of the auditors of the Company.
13. 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 Act") to exercise all powers of the Company to allot relevant securities (as defined below):
  - a. comprising equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £2,882,029 (such amount to be reduced by the nominal amount of any relevant securities (as defined below) allotted pursuant to the authority in sub-paragraph (b) below) in connection with an offer by way of rights issue:
    - (i) to holders of ordinary shares in proportion (as nearly as practicable) to their respective existing holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or as 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 regulatory body or any stock exchange in, any territory or otherwise howsoever; and
  - b. in any other case, up to an aggregate nominal amount of £1,441,015 (such amount to be reduced by the nominal amount of any equity securities (as so defined) allotted pursuant to the authority in sub-paragraph (a) above in excess of £1,441,015),

provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2016 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 hereby conferred had not expired.

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

- shares in the Company other than shares allotted pursuant to:
  - (i) an employee share scheme (as defined by section 1166 of the Act);
  - (ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a relevant security; or
  - (iii) 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 Act). References to the allotment of relevant securities in this resolution include the grant of such rights.

## SPECIAL RESOLUTIONS

14. That subject to the passing of resolution 13 above, the Directors be and they are hereby empowered (in substitution for any existing such power, to the extent unused) to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred on the Directors by resolution 13 above or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- a. the allotment or sale of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under sub-paragraph (a) of resolution 13 above, by way of rights issue only):
  - (i) to the holders of ordinary shares in proportion (as nearly as 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 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 regulatory body or any stock exchange in, any territory or otherwise howsoever; and

- b. the allotment or sale (otherwise than pursuant to sub-paragraph (b) above) of equity securities up to an aggregate nominal amount of £216,152 (being approximately 5 per cent. of the issued share capital of the Company as at 30 September 2015)

and such power shall expire at the conclusion of the annual general meeting of the Company to be held in 2016 or the date being 15 months after 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 authority expires and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

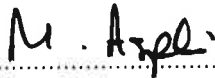
15. That the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.05 each of the capital of the Company ("ordinary shares") on such terms and in such manner as the Directors may from time to time determine, provided that:

- a. the maximum aggregate number of ordinary shares authorised to be purchased is 8,646,088 ordinary shares (being approximately 10 per cent. of the issued ordinary share capital in the Company as at 30 September 2015);
- b. the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of (i) an amount equal to 105 per cent. of the average of the closing mid-market prices for an ordinary share (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 of an ordinary share on the trading venues where the purchase is carried out and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;

- c. the minimum price (excluding expenses) which may be paid for each ordinary share is £0.05;
  - d. 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 2016 or the date being 15 months after the date of the passing of this resolution (whichever is the earlier); and
  - e. 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.
16. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

#### **ORDINARY RESOLUTION**

17. That for the purposes of article 107 of the existing articles of association of the Company, the limit of £250,000 per annum on the aggregate ordinary remuneration of the Non-Executive directors of the Company be increased to £300,000 per annum.



**CHAIRMAN**