

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

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

At a **GENERAL MEETING** of the above-named Company duly convened and held on 3 November 2016 at 10.00 a.m. at 88 Wood Street, London EC2V 7QR the resolution numbered 12 below was duly passed as an ordinary resolution and the resolutions numbered 13 to 15 were duly passed as special resolutions.

ORDINARY RESOLUTION

12. That the Directors be and they are hereby generally and unconditionally authorised (in substitution for any existing such authority, to the extent unused but without prejudice to any allotment of relevant securities already made or agreed to be made pursuant to such authority) 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, 906,713 (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 in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws 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 £1,453,357 (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 £1,453,357),

provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2017 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 offers or agreements 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:

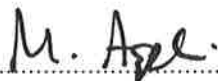
- shares in the Company other than shares allotted pursuant to:
 - (i) an employee share scheme (as defined by section 1166 of the Act);
 - (ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a relevant security; or
 - (iii) a right to convert securities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

13. That subject to the passing of resolution 12 above, the Directors be authorised (in substitution for any existing such power, to the extent unused but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authority) to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:
- a. the allotment 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 12 above, by way of rights issue only):
 - (i) to the holders of ordinary shares in proportion (as nearly as practicable) to their respective holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as Directors otherwise consider necessarybut subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange; and
 - b. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £218,003 (being approximately 5 per cent. of the issued share capital of the Company as at 30 September 2016)

provided that this authority will expire at the conclusion of the annual general meeting of the Company to be held in 2017 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 offers or agreements which would or might require equity securities (as so defined) to be allotted (or treasury shares to be sold) after such authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if such authority had not expired.

14. 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 8,720,139 ordinary shares (being approximately 10 per cent. of the issued ordinary share capital in the Company as at 30 September 2016);
 - 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 2017 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.
15. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.



CHAIRMAN

