

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

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

At an annual general meeting of the above-named Company duly convened and held on 5 November 2019 at 10.00 am at 10 Whitechapel High Street, London E1 8QS the following resolutions were duly passed, in the case of resolutions 1 to 12 (inclusive) as ordinary resolutions and, in the case of resolutions 13 to 15 (inclusive), as special resolutions:

ORDINARY RESOLUTIONS

1. To receive the audited financial statements of the Company for the financial year ended 30 June 2019 together with the directors' report and the auditors' report set out therein.
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' remuneration policy) for the financial year ended 30 June 2019 (as set out on pages 50 to 63 of the accompanying 2019 Annual Report and Financial Statements).
3. To declare a final dividend of 5.0 pence per ordinary share for the financial year ended 30 June 2019 as recommended by the Directors, to be paid on 15 November 2019 to all holders of ordinary shares whose names appear on the register of members of the Company on 18 October 2019.
4. To reappoint as a Director Martin Morgan who offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
5. To reappoint as a Director Mark Milner who offers himself for reappointment in accordance with the provisions of the UK Corporate Governance Code and in accordance with the Company's articles of association.
6. To reappoint as a Director Richard Amos who offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
7. To reappoint as a Director Derek Carter who offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
8. To reappoint as a Director Nathalie Schwarz who offers herself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
9. To reappoint as a Director Paul Dollman who offers himself for annual reappointment in accordance with the provisions of the UK Corporate Governance Code.
10. To reappoint Grant Thornton UK LLP as the auditors of the Company to hold office from the conclusion of the Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

11. To authorise the Directors to determine the remuneration of the auditors of the Company.
12. That the Directors be and are 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) up to an aggregate nominal amount of £1,458,216; and
 - (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £2,916,433 (such amount to be reduced by the aggregate nominal amounts of any relevant securities (as defined below) allotted pursuant to the authority in sub-paragraph (a) above) in connection with an offer by way of a rights issue:
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the 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, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange,

provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2020 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 conferred hereby 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 constitutes a relevant security; or
 - (iii) a right to convert securities into shares in the Company where the grant of the right itself constitutes 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 and are generally and unconditionally authorised (in substitution for any existing such authority, 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) in accordance with sections 570 and 573 of the Act 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 for cash 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 and/or the sale of treasury shares in connection with an offer of equity securities (but, in the case of the authority granted under sub-paragraph (b) of resolution 12 above, by way of a rights issue only):

- (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; 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 in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange; and

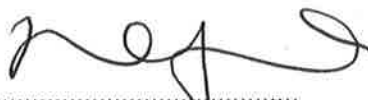
- (b) the allotment of equity securities and/ or the sale of treasury shares (otherwise than pursuant to sub-paragraph (a) above) to any person up to an aggregate nominal amount of £218,732,

provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2020 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 equity securities (as so defined) to be allotted (and/or treasury shares to be sold) after such authority expires and the Directors may allot equity securities (and/or sell treasury shares) in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

14. That the Company be and is generally and unconditionally authorised to make one or more market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.05 each in 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 8,749,298 ordinary shares (representing approximately 10 per cent. of the issued share capital of the Company as at 18 September 2019);
- (b) the maximum price (excluding expenses) which may be paid for each ordinary share is not more than the higher of: (i) 105 per cent. of the average of the middle 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 and the highest current independent bid for an ordinary share on the trading venue 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 2020 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