

**LMS CAPITAL PLC**  
**COMPANY NUMBER: 5746555**

The following resolution was passed as a special resolution at a general meeting of LMS Capital plc held on 29 July 2013 at Durrants Hotel, George Street, London, W1H 5BJ at 11:30 a.m.

THAT the Company be and is hereby generally authorised for the purposes of section 701 of the Companies Act 2006 (the "**Act**") to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company, in connection with a tender offer for ordinary shares, provided that:

- (A) the maximum number of ordinary shares that may be purchased under this authority is 45,248,994;
- (B) the minimum price which may be paid for any ordinary share is the nominal amount of that ordinary share and the maximum price which may be paid for any ordinary share is the Tender Offer Price (as defined in the circular dated 3 July 2013); and
- (C) this authority will expire at the close of business on 31 December 2013.



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Certified as a true copy

Antony Sweet

Company Secretary

29 July 2013