

**LMS Capital plc**  
**Company No. 05746555**

At a general meeting of LMS Capital plc (the "Company") held on 27 May 2014 at LMS Capital plc, 100 George Street, London W1U 8NU, Resolution 1 was passed as a special resolution and Resolution 2 was passed as an ordinary resolution. Capitalised terms not otherwise defined herein have the meanings given to them in the circular sent to the shareholders of the Company on 9 May 2014.

**Resolution 1 – Special Resolution**

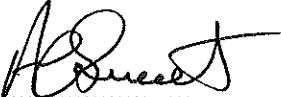
THAT the Company be and is hereby generally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10p each (the "Ordinary Shares") in the capital of the Company, in 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 46,651,702;
- (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; and
- (C) this authority will expire at the close of business on 31 December 2014.

**Resolution 2 – Ordinary Resolution**

THAT the arrangement to be entered into between the Company and WTC, as trustees of a member of the Concert Party, in connection with the Tender Offer and Repurchase (as described more fully on page 8 of the circular sent to shareholders of the Company on 9 May 2014) be and is hereby approved and the independent directors of the Company (being Martin Knight, Bernard Duroc-Danner, Nicholas Friedlos, Neil Lerner and Antony Sweet) (which expression includes any duly constituted committee thereof) be and are hereby authorised to do all such things as may be necessary or desirable to complete and give effect to such arrangement and to make such non-material modifications, variations, waivers and extensions of any of the terms of the arrangement and of any other documents connected with the arrangement as they think necessary or desirable.

Signed:



Antony Sweet  
Company Secretary  
27 May 2014