

Ordinary Resolutions

Annual Report and Accounts

1. To receive the report of the Directors and the Accounts of the Company for the year ended 31 December 2015, together with the report of the auditors on the Accounts.

Remuneration Report

2. To approve the Annual Report on Remuneration for the year ended 31 December 2015, as set out on pages 51 to 71 (excluding the remuneration policy table set out on pages 54 and 55) of the Company's Annual Report and Accounts 2015.

Election and Re-election of Directors

3. To elect Bridget Macaskill as a Director.
4. To re-elect Liz Airey as a Director.
5. To re-elect Maarten Slendebroek as a Director.
6. To re-elect Edward Bonham Carter as a Director.
7. To re-elect John Chatfeild-Roberts as a Director.
8. To re-elect Lorraine Trainer as a Director.
9. To re-elect Jon Little as a Director.
10. To re-elect Jonathon Bond as a Director.
11. To re-elect Polly Williams as a Director.

Reappointment of the auditors and auditors' remuneration

12. To re-appoint PricewaterhouseCoopers LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid before the meeting.
13. To authorise the Audit Committee to fix the auditors' remuneration.

Authority to allot shares

14. In substitution for all subsisting authorities to the extent unused, to authorise the Directors pursuant to section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
 - (a) up to an aggregate nominal amount of £3,051,332 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Act) allotted or granted under paragraph (b) of this resolution in excess of £3,051,332); and

(b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £6,102,664 (such amount to be reduced by any shares allotted or rights granted under paragraph (a) of this resolution) in connection with an offer by way of a rights issue:

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and

(ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements or securities represented by depositary receipts, 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 or any other matter.

The authorities conferred on the Directors under paragraphs (a) and (b) above shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 30 June 2017, whichever is the earlier, except that under each authority the Company may, at any time before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offer or agreement as if the relevant authority conferred hereby had not expired.

Political Donations

15. In accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and all companies that are or become subsidiaries of the Company at any time during the period for which this resolution is effective be and are hereby authorised:

(a) to make political donations to political parties and/or independent election candidates (as such terms are defined in sections 363 and 364 of the Act);

(b) to make political donations to political organisations other than political parties (as such terms are defined in sections 363 and 364 of the Act); and/or

(c) to incur political expenditure (as such term is defined in section 365 of the Act),

in respect of each authorisation under paragraphs (a), (b) and (c) above, up to a maximum amount of £100,000 and in respect of all such authorisations up to an aggregate amount of £100,000 in each case during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2017, whichever is the earlier. The maximum amounts referred to in this paragraph may comprise sums in different currencies, which shall be converted at such rate as the Board may in its absolute discretion determine to be appropriate.

Special Resolutions

Disapplication of Pre-emption Rights

16. Subject to the passing of resolution 14, and in substitution for all subsisting authorities to the extent unused, the Directors be and they are empowered, pursuant to section 570 and section 573 of the Companies Act 2006 (the 'Act'), to allot equity securities (as defined in section 560 of the Act) for cash, either pursuant to the authorities of the Directors under section 551 of the Act conferred by resolution 14, or by way of a sale of treasury shares, in each case as if section 561(1) of the Act did not apply to such allotment, provided that the power conferred by this resolution:

(a) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of resolution 14, by way of a rights issue only): (i) to ordinary shareholders in proportion as nearly as may be practicable to their existing holdings and (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements as the Directors may deem necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depositary receipts, 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 or any other matter; and

(b) in the case of the authority granted under paragraph (a) of resolution 14 and/or in the case of any sale or transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Act, shall be limited to the allotment (otherwise than under paragraph (a) of this resolution 16) of equity securities up to an aggregate nominal value equal to £915,399; and

unless previously revoked, varied or extended, this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or 30 June 2017, whichever is the earlier, except that the Company may, before the expiry of this power, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Authority for the Company to purchase its own shares

17. That the Company be and is hereby generally and unconditionally authorised, for the purposes of section 701 of the Companies Act 2006 (the 'Act'), to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 2 pence 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 hereby authorised to be purchased is 45,769,950;

(b) the minimum price (exclusive of expenses) that may be paid for an ordinary share is 2 pence;

(c) the maximum price (exclusive of expenses) that may be paid for an ordinary share is the higher of (i) an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the day on which that ordinary share is

contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share, on the trading venues where the purchase is carried out;

(d) the authority conferred hereby shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or 30 June 2017, whichever is the earlier, unless previously revoked, varied or renewed by the Company in general meeting prior to such time; and

(e) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of ordinary shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase ordinary shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

Notice periods for general meetings

18. The Directors may be authorised to call a general meeting of the Company, (other than an annual general meeting), on not less than 14 clear days' notice.



Liz Airey, Chairman