

## 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 2016, 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 2016, as set out on pages 56 to 87 (excluding the Directors' remuneration policy on pages 60 to 67) of the Company's Annual Report and Accounts for the year ended 31 December 2016.

### Remuneration policy

3. To approve the Directors' remuneration policy to take effect from the conclusion of the AGM as set out on pages 60 to 67 of the Annual Report and Accounts for the year ended 31 December 2016.

### Election and Re-election of Directors

4. To elect Charlotte Jones as a Director.
5. To elect Karl Sternberg as a Director.
6. To re-elect Liz Airey as a Director.
7. To re-elect Jonathon Bond as a Director.
8. To re-elect Edward Bonham Carter as a Director
9. To re-elect Bridget Macaskill as a Director.
10. To re-elect Maarten Slendebroek as a Director.
11. To re-elect Lorraine Trainer as a Director.
12. To re-elect Polly Williams as a Director.

### Reappointment of the auditors and auditors' remuneration

13. 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.
14. To authorise the Audit and Risk Committee to fix the auditors' remuneration.

### Authority to allot shares

15. 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 up to an aggregate nominal amount of £3,051,332.

The authority conferred on the Directors shall expire at the conclusion of the next annual general meeting of the Company after the date of passing of this resolution or at the close of business on 30 June 2018, whichever is the earlier, except that under this authority the Company may, at any time before such expiry, make offers or enter into agreements 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 offers or agreements as if the authority conferred hereby had not expired.

#### **Political Donations**

16. 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 2018, 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**

17. Subject to the passing of resolution 15, and in substitution for all subsisting authorities to the extent unused, the Directors be and they are authorised, 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 authority of the Directors conferred by resolution 15, 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 or sale, provided that the authority conferred by this resolution:

(a) shall be limited to the allotment of equity securities or sale of treasury shares in connection with an offer of equity securities: (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 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 this resolution 17 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 of equity securities up to an aggregate nominal value equal to £457,699;

and unless previously revoked, varied or extended, this authority shall expire at the conclusion of the next annual general meeting of the Company after the date of passing of this resolution or at the close of business on 30 June 2018, whichever is the earlier, except that the Company may, before the expiry of this authority, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

### **Authority for the Company to purchase its own shares**

18. 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 at the close of business on 30 June 2018, 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**

- 19. 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.

#### **Adoption of new Articles of Association**

- 20. That the Articles of Association as produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

  
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Liz Airey, Chairman