

Company Number: 09268016

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
MJ GLEESON PLC
("the Company")

At an annual general meeting of the Company duly convened and held at The Royal Automobile Club, 89 Pall Mall, London, SW1Y 5HS at 11:30 a.m. on Thursday 6 December 2018, the following resolutions were duly passed:

Ordinary Resolution:

12. That for the purposes of section 551 of the Companies Act 2006 (the "2006 Act") the Directors be and are hereby generally and unconditionally authorised in accordance with Article 8 of the articles of association of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("relevant securities") up to a nominal amount of £363,918 (being the "Section 551 Amount" for the purposes of such Article 8) for a period expiring at the conclusion of the Company's next Annual General Meeting or, 15 months from the date of the passing of this Resolution, if earlier being (the "prescribed period" for the purposes of such Article 8) upon the terms set out in the said Article 8.

Special Resolutions:

13. That, if Resolution 12 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale; such authority to be limited to:
- (a) allotments for rights issues and other pre-emptive issue or sale; and
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £54,587, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 5 March 2020 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. That, if Resolution 12 is passed, the Board be authorised in addition to any authority granted under Resolution 13 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale; such authority to be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £54,587; and
 - (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 5 March 2020) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
15. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (as defined in Section 693 (4) of the 2006 Act) on the London Stock Exchange of any of its own ordinary shares provided that:
- (i) the maximum aggregate nominal value of ordinary shares hereby authorised to be purchased is £109,175;
 - (ii) the minimum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to the nominal value of each ordinary share;
 - (iii) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the highest of
 - (a) an amount equal to 5% above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased and
 - (b) 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;
 - (iv) unless previously revoked or varied, the authority hereby conferred shall expire on whichever is the earlier of:
 - (a) the date 15 months from the date of the passing of this Resolution; or
 - (b) the conclusion of the next Annual General Meeting of the Company; and
 - (v) the Company may make a contract or contracts to purchase its own ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed by the Directors wholly or partly after the expiry date of such authority, and may make a purchase of its own ordinary shares in pursuance of any such contract or

contracts.

16. That a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.