

Company No 3183415

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS

(Pursuant to Sections 30, 551 and 701 of the Companies Act 2006)

of

**ST. JAMES'S PLACE PLC**

Passed at the Annual General Meeting on 8 May 2012

At the ANNUAL GENERAL MEETING of the above company duly convened and held at The Royal Aeronautical Society, 4 Hamilton Place, London, W1J 7BQ on Tuesday 8th May 2012, the following Resolutions were duly passed as Special Business, of which Resolutions 19 and 20 were passed as Ordinary Resolutions and Resolutions 17, 18 and 21 were passed as Special Resolutions of the Company:

**Resolution 17**

*Authority to Allot Shares*

THAT, in substitution for all existing authorities, the authority and power conferred on the Directors by Article 9.2 of the Company's Articles of Association be hereby renewed so that the prescribed period shall end on the date of the Annual General Meeting in 2013 (or, if earlier, 15 months after the date on which this Resolution is passed) and for such period the Section 551 Amount shall be £16,102,687, provided that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority hereby conferred had not expired.

**Resolution 18**

*Disapplication of Pre-Emption Rights*

THAT, in substitution for all existing authorities and subject to the passing of Resolution 17 set out in this notice of Annual General Meeting, the authority and power conferred on the Directors by Article 9.3 of the Company's Articles of Association be hereby renewed so that the prescribed period shall end on the date of the Annual General Meeting in 2013 (or, if earlier, 15 months after the date on which this Resolution is passed) and for such period the Section 561 Amount shall be £3,732,366, provided that the Company may before such expiry 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 any such offer or agreement as if the authority hereby conferred had not expired.

This power shall also apply to a sale of treasury shares which is an allotment of equity securities by virtue of section 560(2) of the Companies Act 2006 as if in the first paragraph of this Resolution the words "and subject to the passing of Resolution 17 set out in this notice of Annual General Meeting" were omitted.

### **Resolution 19**

#### *Purchase of Own Shares*

THAT the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 15p each in the capital of the Company provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be acquired is 49,764,876, representing 10 per cent. of the Company's issued ordinary share capital;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 15p;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
  - (A) 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 the purchase is made; and
  - (B) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003;
- (d) this authority will (unless previously revoked, varied or renewed) expire at the conclusion of the next Annual General Meeting of the Company held after the date on which this Resolution is passed or, if earlier, 18 months after the date on which this Resolution is passed; and
- (e) the Company may make a contract or contracts to purchase ordinary shares under this authority before this authority expires which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority conferred hereby had not expired.

**Resolution 20**

*Political Donations*

THAT the Company and those companies which are subsidiaries of the Company at any time during the period for which this Resolution has effect be generally and unconditionally authorised for the purposes of section 366 of the Companies Act 2006 to:

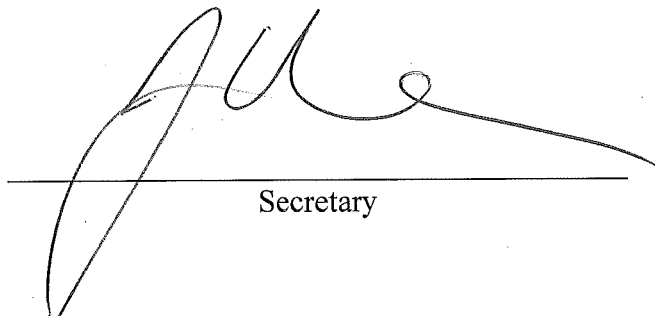
- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during the period beginning with the date of the passing of this Resolution and ending on the date of the Annual General Meeting in 2013. For the purpose of this Resolution, the terms 'political donations', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Companies Act 2006.

**Resolution 21**

*General Meetings*

THAT a General Meeting of the Company, other than an Annual General Meeting of the Company, may be called on not less than 14 clear days' notice.



Secretary

