

COMPANY NO: 19457

PZ CUSSONS PLC

PASSED ON THE 26 DAY OF SEPTEMBER 2018

At the Annual General Meeting of the above-named company, duly convened and held at Manchester Business Park, 3500 Aviator Way, Manchester, M22 5TG on 26 day of September 2018 the following Resolutions were duly passed as Special Resolutions:

15. That, subject to the passing of Resolution 14 in the notice of this meeting, the Directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the authority conferred on them by Resolution 14 in the notice of this meeting or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:

(a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Listing Rules) or any other pre-emptive offer which is open for acceptance for a period determined by the Directors to the holders of Ordinary Shares on the register on any fixed record date in proportion to their holdings of Ordinary Shares (and, if applicable, to the holders of any other class of equity security in the capital of the Company in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, any such shares or other securities being represented by depositary receipts, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and

(b) the allotment of equity securities (other than pursuant to paragraph (a) above) with an aggregate nominal value of £214,362, and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 14 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

16. That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of 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 which may be acquired under this authority is 42,872,496;

(b) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the maximum price permitted under the Listing Rules or, in the case of a tender offer (as referred to in those rules), 5% above the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange's Daily Official List) for the 5 business days immediately preceding the date on which the terms of the tender offer are announced;

(c) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is its nominal value;

(d) this authority shall expire at the close of business on 29 November 2019 or, if earlier, at the conclusion of the AGM of the Company to be held in 2019; and

(e) before such expiry the Company may enter into a contract to purchase shares which would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

17. That any general meeting of the Company other than an AGM may be called on not less than 14 clear days' notice.

18. That:

- (a) in respect of the payment of any and all interim dividends by the Company in each of the financial periods ended on 31 May 2012, 31 May 2013, 31 May 2016 and 31 May 2017 (the Interim Dividends), paid to current and former shareholders of the Company, the appropriation of distributable profits of the Company (as shown in the audited accounts of the Company for the financial period in which each such Relevant Dividend was paid) to such payment, to the extent that such payment represented, at the time at which it was made, an unlawful dividend, be and it is hereby ratified and confirmed;
- (b) any and all claims which the Company may have in respect of the payment of any unlawful dividend, as part of any Interim Dividend, against any current or former shareholder who appeared on the register of shareholders on the relevant record date for such Interim Dividend be released and a deed of release in favour of such shareholders be entered into by the Company in the form of the deed produced to this meeting and signed by the Chairman for the purposes of identification and thereafter be delivered to the Secretary of the Company for retention on behalf of the said current and former shareholders (the Release);
- (c) any distribution involved in the giving of the Release in relation to the unlawful element of any particular Interim Dividend be made out of the profits appropriated to the unlawful element of such Interim Dividend pursuant to paragraph (a) above by reference to a record date identical to the record date for that Interim Dividend; and
- (d) any and all claims which the Company may have against any of its directors (both current and former) either (i) in respect of the payment of the unlawful element of any Interim Dividend or (ii) in respect of any breach of duty owed by any such director to the Company arising out of the payment of the unlawful element of any Interim Dividend be and they are hereby released and that the release in favour of the Company's directors, which forms part of the Release (as described in paragraph (b) above) be entered into by the Company through execution of the Release (which shall be retained by the Secretary of the Company also on behalf of the said directors).

SP Plant
Company Secretary
Date: 26 September 2018