

**IBSTOCK PLC**

**(the “Company”)**

Company Number 09760850

**Special Business conducted at the Annual General Meeting**

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**RESOLUTIONS**

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**At the Annual General Meeting of the Company, duly convened and held at Citigate Dewe Rogerson, 3 London Wall Buildings, London Wall, London EC2M 5SY on Thursday 24th May 2018**

**THE FOLLOWING RESOLUTIONS WERE DULY PASSED AS ORDINARY RESOLUTIONS:**

**RESOLUTION 11. Political donations**

**That** in accordance with section 366 of the Companies Act 2006 the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised to:

- (a) make political donations to political parties or independent election candidates, not exceeding £100,000 in total;
- (b) make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
- (c) incur political expenditure not exceeding £100,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of the passing of this resolution and ending on 1 July 2019 or, if sooner, the conclusion of the Annual General Meeting of the Company to be held in 2019.

For the purpose of this resolution the terms “political donations”, “political parties”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings set out in sections 363 to 365 of the Companies Act 2006.

**RESOLUTION 12. Authority to allot shares**

**That:**

- (a) the Directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
  - (i) in accordance with Article 7 of the Company’s Articles of Association, up to a maximum nominal amount of £1,354,613 (such amount to be reduced by the nominal amount of any equity securities (as defined in Article 8 of the Company’s Articles of Association) allotted under paragraph (ii) below in excess of £1,354,613); and

- (ii) comprising equity securities (as defined in Article 8 of the Company's Articles of Association) up to a maximum nominal amount of £2,709,632 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in Article 8 of the Company's Articles of Association);
- (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 1 July 2019; and
- (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

**THE FOLLOWING RESOLUTIONS WERE DULY PASSED AS SPECIAL RESOLUTIONS:**

**RESOLUTION 13. General authority to dis-apply pre-emption rights**

**That:**

- (a) in accordance with Article 8 of the Company's Articles of Association, the Directors be given power to allot equity securities for cash;
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in Article 8 of the Company's Articles of Association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £203,212;
- (c) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2019.

**RESOLUTION 14. Additional authority to dis-apply pre-emption rights**

**That:**

- (a) in addition to any authority granted under Resolution 13, the Directors be given power:
  - (i) subject to the passing of Resolution 12, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
  - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash,

in either case as if section 561 of that Act did not apply to the allotment or sale, but this power shall be:

- (A) limited to the allotment of equity securities up to a maximum nominal amount of £203,212; 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 Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;
- (b) this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2019; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

#### **RESOLUTION 15. Market Purchase of Own Shares**

**That**, in accordance with the Companies Act 2006 (the “Act”), the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors of the Company may determine provided that:

- (a) the maximum number of ordinary shares that may be purchased under this authority is 40,642,450;
- (b) the maximum price which may be paid for any ordinary share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be more than the higher of:
  - (i) an amount equal to 105% of the average of the middle market prices shown in the quotations for the ordinary shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is 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 venue where the purchase is carried out;
- (c) the minimum price which may be paid shall be the nominal value of that ordinary share (exclusive of expenses payable by the Company in connection with the purchase);
- (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, on 1 July 2019 unless renewed before that time; and
- (e) the Company may make a contract or contracts to purchase ordinary shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract.

**RESOLUTION 16. Notice period for General Meetings**

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

This information is provided in compliance with **Listing Rule 9.6.2R**.