

NSM UPLOAD

24 April 2014

Resolutions Passed at 2014 AGM

PUBLIC COMPANY LIMITED BY SHARES

MOLINS PUBLIC LIMITED COMPANY

ORDINARY RESOLUTION

Passed 24 April 2014

At the Annual General Meeting of the above company duly convened and held at Rockingham Drive, Linford Wood East, Milton Keynes, Bucks MK14 6LY on 24 April 2014 the following ordinary resolution was passed:

ORDINARY RESOLUTION

That, in substitution for all existing authorities, the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 551 of the Companies Act 2006) up to an aggregate nominal value of £1,512,865 (representing 30% of the total ordinary share capital in issue at 26 February 2014) provided that this authority shall expire on the day fifteen months following the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

A PALMER-BAUNACK
CHAIRMAN

PUBLIC COMPANY LIMITED BY SHARES

MOLINS PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

Passed 24 April 2014

At the Annual General Meeting of the above company duly convened and held at Rockingham Drive, Linford Wood East, Milton Keynes, Bucks MK14 6LY on 24 April 2014 the following special resolution was passed:

SPECIAL RESOLUTION

That, the directors be and are hereby empowered pursuant to section 571 of the Companies Act 2006 (the Act) to allot equity securities for cash, pursuant to the general authority conferred upon them by the resolution passed under item number 10 in the notice of the Annual General Meeting of the Company, for the period ending on the date of the next Annual General Meeting following the passing of this resolution or at the end of fifteen months following the passing of this resolution, whichever is the earlier (unless previously revoked or varied) as if section 561 of the Act did not apply to any such allotment and so that the power conferred by this resolution shall enable the Company to make any offer or agreement before the expiry of this power (unless previously revoked or varied by the Company in general meeting), which would or might require equity securities to be allotted after such expiry and so that notwithstanding such expiry the directors may allot equity securities pursuant to any such offer or agreement previously made by the Company as if the power conferred hereby had not expired PROVIDED however that the power conferred by this resolution shall be limited:

- a to the allotment of equity securities in connection with or pursuant to any arrangement whereby the holders of ordinary shares at a record date or dates adopted for the purposes of the arrangement are entitled to acquire any equity securities of the Company issued for cash pursuant to such arrangement, in the proportion (as nearly as may be) to such holders' holdings of shares (or, as appropriate, to the numbers of ordinary shares which such holders are for the purpose deemed to hold) subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under or resulting from the application of the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory; and
- b to the allotment (otherwise than pursuant to sub-paragraph a above) of equity securities having an aggregate nominal value not exceeding £252,144 (representing 5% of the total ordinary share capital in issue as at 26 February 2014).

Words and expressions defined in or for the purposes of the Act shall bear the same meanings in this resolution.

A PALMER-BAUNACK
CHAIRMAN

PUBLIC COMPANY LIMITED BY SHARES

MOLINS PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

Passed 24 April 2014

At the Annual General Meeting of the above company duly convened and held at Rockingham Drive, Linford Wood East, Milton Keynes, Bucks MK14 6LY on 24 April 2014 the following special resolution was passed:

SPECIAL RESOLUTION

That the directors be empowered in the terms of Article 11 of the Company's Articles of Association and pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693(4) of that Act) of ordinary shares of 25p each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- a the maximum aggregate number of shares which may be so purchased shall be 3,000,000 ordinary shares (representing approximately 15% of the Company's issued ordinary share capital at the date of the notice convening the meeting at which this resolution is to be proposed);
- b the maximum price (excluding expenses) which may be paid for an ordinary share shall be an amount equal to 105% of the average middle market quotations taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the shares in question are to be purchased;
- c the minimum price which may be paid for an ordinary share shall be 25p (exclusive of expenses);
and
- d this authority shall expire, unless previously revoked or varied, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or twelve months from the date of the resolution (whichever is the earlier) provided that the Company may before this authority expires make contracts for purchases of ordinary shares under this authority which would or might be executed wholly or partly after this authority expires and may make a purchase of ordinary shares pursuant to any such contract.

A PALMER-BAUNACK
CHAIRMAN