

NSM UPLOAD

20 May 2014

Resolutions Passed at a General Meeting of Molins PLC on 20 May 2014

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

MOLINS PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

Passed 20 May 2014

At the General Meeting of the above company duly convened and held at Rockingham Drive, Linford Wood East, Milton Keynes, Bucks MK14 6LY on 20 May 2014 the following special resolution was passed:

SPECIAL RESOLUTION

That, the listing of the Ordinary Shares of the Company on the premium segment of the Official List and admission to trading on the London Stock Exchange's Main Market for listed securities be cancelled and application be made for admission of the Ordinary Shares to trading on AIM, and that the Directors be and are authorised to take all such steps which are necessary or desirable in order to effect such cancellation and application accordingly.

A PALMER-BAUNACK
CHAIRMAN

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

MOLINS PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

Passed 20 May 2014

At the General Meeting of the above company duly convened and held at Rockingham Drive, Linford Wood East, Milton Keynes, Bucks MK14 6LY on 20 May 2014 the following special resolution was passed:

SPECIAL RESOLUTION

That, subject to the passing of resolution 1 and admission of the issued and to be issued Ordinary Shares to trading on AIM, and in substitution for all subsisting powers to the extent unused (other than in respect of any allotments made pursuant to offers or agreements made prior to the passing of this resolution):

- (a) the directors be and are hereby empowered in accordance with section 570 and section 573 of the Companies Act 2006 and pursuant to article 7(1) of the Company's articles of association to allot equity securities (within the meaning of section 560 of that Act) for cash, either pursuant to the authority conferred upon them by ordinary resolution passed at the annual general meeting of the Company held on 24 April 2014 or by way of a sale of treasury shares, as if section 561 (1) of that Act did not apply to any such allotment;
- (b) this power shall be limited to:
 - (i) to the allotment of equity securities in connection with an offer of equity securities to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such shares and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, any territory, the requirements of any regulatory body or stock exchange or any other matter; and
 - (ii) to the allotment (otherwise than pursuant to paragraph (i) above) of equity securities having an aggregate nominal value of £504,288; and
- (c) this power shall expire of the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution or, if earlier, on 20 August 2015, save that the Company may before such expiry make offers and enter into 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 power conferred hereby had not expired.

A PALMER-BAUNACK
CHAIRMAN