

# Wynnstay Properties PLC

Company No. 22473

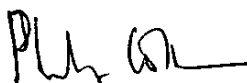
At an Annual General Meeting of Wynnstay Properties PLC (the "Company") convened and held on 14 July 2011 at 12 00 noon at The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS the following resolutions were passed

## Ordinary Resolution

- 1 To adopt the Report of the Directors and the Financial Statements for the year ended 25th March 2011
- 2 To declare a final dividend for the year ended 25th March 2011.
- 3 To fix the remuneration of the Directors
- 4 To reappoint Moore Stephens LLP as Auditors
- 5 To authorise the Directors to determine the remuneration of the Auditors
- 6 To reelect as a Director of the Company Mr T J C Parker, who retires and offers himself for reelection

## Special Resolution

- 7 That the Directors be and they are hereby generally empowered pursuant to Section 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined by Section 560 of the Act) for cash, by way of a sale of treasury shares as if Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the sale of treasury shares up to an aggregate nominal amount of £101,685 75 and the power hereby granted shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013 save that the Company may before such expiry make an offer or agreement which would or might require treasury shares to be allotted after such expiry but otherwise in accordance with the foregoing provisions of this power in which case the Directors may allot treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired



(Chairman)



# Wynnstay Properties PLC

**Company No. 22473**

At a General Meeting of Wynnstay Properties PLC (the “**Company**”) convened and held on 14 July 2011 at 12.30 p.m. at The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS the following resolutions were passed

## **Ordinary Resolution**

- 1 THAT the grant of the waiver by the Panel on Takeovers and Mergers described in the circular dated 15 June 2011 (the “**Circular**”) of any obligation which would otherwise arise under Rule 9 of the City Code on Takeovers and Mergers for the Concert Party (as defined in the Circular) or any of them to make a general offer to shareholders of the Company as a result of any market purchases of its own ordinary shares (“**Ordinary Shares**”) by the Company pursuant to the authority to be sought pursuant to resolution 2 below be and is hereby approved, provided that the authority to make the purchases is exercised in respect of not more than 406,743 Ordinary Shares and would, if exercised in full, result in the Concert Party increasing its percentage holding up to a maximum of 40.82 per cent of the then issued share capital of the Company (excluding shares held in treasury)

## **Special Resolution**

- 2 THAT the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006, as amended (the “**Act**”) to make one or more market purchases (within the meaning of Section 693(4) of the Act) on the London Stock Exchange of Ordinary Shares of 25p each in the capital of the Company provided that
  - (a) the maximum aggregate number of shares hereby authorised to be purchased is 406,743 Ordinary Shares of 25p each,
  - (b) the minimum price which may be paid for such shares is 25p per share (exclusive of expenses),
  - (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than 105 per cent of the average closing middle market quotation for an Ordinary Share as derived from the AIM appendix to the Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased,

- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Company's Annual General Meeting to be held in 2013,
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority 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 or contracts,
- (f) any shares which as a result of the exercise of this authority are undesignated shares in the authorised capital of the Company shall immediately following such exercise be redesignated as Ordinary Shares of 25 pence each of the Company



(Chairman)