

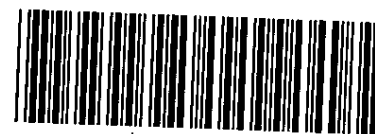
Company No. 00022473

Public Company Limited by shares

Ordinary and Special Resolutions of

WYNNSTAY PROPERTIES PUBLIC LIMITED COMPANY

THURSDAY



A24 *A8AF9YR6* #415
25/07/2019
COMPANIES HOUSE

(Incorporated and registered in England & Wales with registered No. 00022473)

At the Annual General Meeting of the above-named company duly convened and held at 11:30 a.m. on 16 July 2019 at BDO LLP, 150, Aldersgate Street, London EC1A 4AB, the following resolutions were duly passed as ordinary and special resolutions:

Ordinary Resolutions

1. To receive the Report of the Directors and the Financial Statements for the year ended 25th March 2019.
2. To declare a final dividend for the year ended 25th March 2019 of 12.0 pence per ordinary share.
3. To fix the remuneration of the Directors.
4. To reappoint BDO LLP as auditors of the Company, to hold office from the conclusion of the annual general meeting until the conclusion of the next annual general meeting of the Company and to authorise the Directors to determine their remuneration.
5. To re-elect Toby Parker as a Director of the Company, who retires and offers himself for re-election.
6. To re-elect Paul Mather as a Director of the Company, who retires and offers himself for re-election.
7. That the Directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act"), in substitution for all previous authorisations, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £39,440.75, and this authorisation shall, unless previously revoked by resolution of the Company, expire on 31 December 2020 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2020. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.

Special Resolutions

8. That the Directors of the Company are empowered (i) pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorisation conferred by Resolution 7 above and (ii) pursuant to section 573 of the Act to allot equity securities (within the meaning of section 560(3) of the Act), in each case
 - (a) The allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities made (i) to holders of ordinary shares in the Company in proportion (as nearly as many as practicable) to the respective number of ordinary shares held by

them on the record date for such offer and (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the Directors consider it desirable, as may be permitted by such rights, but subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) The allotment (otherwise than pursuant to paragraph (a) above) of further equity securities up to any aggregate nominal amount of £39,440.75,

and this power shall, unless previously revoked by resolution of the Company, expire on 31 December 2020 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2020. The Company may, at any time before the expiry of this power, make offers or 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 this power had not expired.