

IBSTOCK PLC
(the "Company")

Company Number 09760850

WEDNESDAY



A18 *A683RT9N* #142
07/06/2017
COMPANIES HOUSE

Special Business conducted at the Annual General Meeting

RESOLUTIONS

**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
Wednesday 24th May 2017**

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

RESOLUTION 15. 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 2018 or, if sooner, the conclusion of the Annual General Meeting of the Company to be held in 2018.

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 16. 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 £1,354,263 (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 £1,354,263); and

(ii) comprising equity securities (as defined in Article 8 of the Company's Articles of Association) up to a maximum nominal amount of £2,708,932 (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 2018; 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 17. 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 £203,160;
- (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 2018.

RESOLUTION 18. Additional authority to dis-apply pre-emption rights

That:

- (a) in addition to any authority granted under Resolution 17, the Directors be given power:
 - (i) subject to the passing of Resolution 16, 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 £203,160; 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 2018; 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 19. 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.

Robert Douglas
Company Secretary

25 May 2017

Ibstock plc,
Leicester Road,
Ibstock,
Leicestershire,
LE67 6HS