

Company number: 00067863

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

LEEDS GROUP PLC (the Company)

At an annual general meeting of the Company held at 1 Bridgewater Place, Water Lane, Leeds, LS11 5RU at 12 noon on 11 November 2011 five ordinary resolutions were passed, and the following two resolutions were passed as special resolutions:

1 (Resolution 5)

that in accordance with Article 21.1 of the Articles of Association of the Company and Part 18 of the Companies Act 2006 ("the Act") the Company be and is hereby granted general and unconditional authority (pursuant to section 701 of the Act) to make market purchases (as defined in section 693(4) of the Act) of any of its own ordinary shares of 12 pence each on such terms and in such manner as the board of directors of the Company may from time to time determine provided that:

- 1 1 the maximum number of ordinary shares authorised to be purchased by this resolution is 1,975,000 being 6 25 per cent of the current issued ordinary share capital,
- 1 2 the maximum price that may be paid for an ordinary share is an amount equal to not more than the higher of.
 - 1.2 1 105 per cent of the average middle market quotations for an ordinary share in the Company taken from the AIM appendix to The London Stock Exchange Daily Official List for the five business days immediately preceding the date of purchase, and
 - 1 2 2 the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange for an ordinary share in the Company at the time the purchase is carried out, and
- 1 3 the minimum price that may be paid for an ordinary share is five pence, and
- 1 4 the authority conferred by this resolution shall expire on the conclusion of the next annual general meeting of the Company held after the passing of this resolution or the date which falls 15 months from the date of passing of this resolution (whichever shall first occur) except that the Company may, before such expiry, enter into a contract for the purchase of its own ordinary shares which may be completed by or executed wholly or partly after the expiration of this authority and may purchase ordinary shares in pursuance of any such control as if the authority conferred by this resolution 4 had not expired.

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2. (Resolution 7)

That, subject to the passing of resolution 6 above, the directors be and hereby are empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred by the previous resolution or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- 2.1 in connection with an offer of such securities by way of a rights issue, open offer or other pre-emptive issue or offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems under the laws of any territory, or the requirements of any recognised regulatory body or stock exchange in any territory or any other matter whatever; and
- 2.2 otherwise than pursuant to sub-paragraph 6.1 above up to an aggregate nominal amount of £189,000.

The authority conferred by this resolution shall expire on the conclusion of the next annual general meeting of the Company held after the passing of this resolution or the date which falls 15 months from the date of passing of this resolution (whichever shall first occur), except that the Company may, before such expiry make an offer or agreement 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 notwithstanding that the power conferred by this resolution has expired.



Kathryn Davenport
Chairman of the meeting
11 November 2011