

# REXAM PLC

Company Number 191285

At the Annual General Meeting held in The Auditorium, Freshfields Bruckhaus Deringer LLP, Northcliffe House, 26-28 Tudor Street, London EC4Y 0BQ on Wednesday 22 June 2016 at 11 30 the following resolutions were passed as Special Resolutions

## Authority to the directors to allot equity securities for cash

### IT WAS RESOLVED that

- (a) in accordance with article 8 of the Articles, 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 Articles) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £28,344,000,
- (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 2017, and
- (d) all previous unutilised authorities under sections 570 and 573 of the CA 2006 shall cease to have effect



## Authority to the Company to make market purchases of own shares

**IT WAS RESOLVED** that, in accordance with the CA 2006, the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the CA 2006) of ordinary shares of 80<sup>5</sup>/<sub>14</sub> pence each (shares) in the capital of the Company on such terms and in such manner as the directors of the Company may determine, provided that

- (a) the maximum number of shares that may be purchased pursuant to this authority is 70,545,000,
- (b) the maximum price which may be paid for any share purchased pursuant to this authority shall not be more than the higher of an amount equal to 5% above the average of the middle market prices shown in the quotations for the shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that share is purchased and the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003. The minimum price which may be paid for any such share shall be 80<sup>5</sup>/<sub>14</sub> pence (in each case exclusive of expenses payable by the Company in connection with the purchase),

- (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 2017 unless renewed or revoked before that time, but the Company may make a contract or contracts to purchase shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority, and may make a purchase of shares pursuant to any such contract, and
- (d) all existing authorities for the Company to make market purchases of shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has or have not yet been executed

**Notice period for calling a general meeting**

**IT WAS RESOLVED** that a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice

Certified as a true Extract



J L Smith  
Deputy Company Secretary

22 June 2016 .