

THE COMPANIES ACTS 2006

Company Registration No 201151

COMPANY LIMITED BY SHARES

LONDON FINANCE & INVESTMENT GROUP P.L.C.
("the Company")

THURSDAY



A31 08/12/2016 #415
COMPANIES HOUSE

At an Annual General Meeting of the Company held at 6 Middle Street, London EC1A 7JA on 30 November 2016 the following resolutions were passed by the requisite majority of the members of the Company in accordance with sections 282 and 283 of the Companies Act 2006 respectively

SPECIAL RESOLUTION:

5 THAT the articles of association ("Articles") of the Company be amended as follows

(a) by deleting the present articles 100 to 102 of the Articles in their entirety and by adopting the following new articles 100 to 102 (with article 102 to be blank) namely

"100 Annual re-election of Directors

At every annual general meeting, each of the Directors at that time shall retire from office and if willing may offer himself/herself for re-election subject to the provisions of article 101 of these Articles "

"101 Retiring Director to remain in office until successor appointed

Subject to these Articles (and in particular article 104), the Company at the meeting at which a Director retires may fill the vacated office and in default, the retiring Director shall, if willing to act and, provided the requisite approval is obtained pursuant to article 104, be re-appointed, unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost "

"102 (this Article shall be blank)"

(b) by deleting the words "whether by rotation or otherwise" after the words, in the first paragraph of article 103 of the Articles, "103 1 No person other than a Director retiring" and before the words "shall be appointed"

ORDINARY RESOLUTION:

13 THAT the directors be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company ('Rights') up to an aggregate nominal amount of £189,626 (being 3,792,521 shares), provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2017, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offers or agreements as if this authority had not expired, and all unexercised authorities previously granted to the directors to allot shares and grant Rights be and are hereby revoked

SPECIAL RESOLUTION:

14 THAT,

(a) subject to the passing of Resolution 13 set out above, the directors be empowered, pursuant to section 570 and section 573 of the Companies Act 2006, to allot equity securities, within the meaning of section 560 of that Act, for cash pursuant to the authority conferred by Resolution 13, as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to

- (i) the allotment of shares in the Company in connection with or pursuant to an offer by way of rights, bonus issues or similar issues to the holders of shares of 5p each in the capital of the Company and other persons entitled to participate therein in proportion (as nearly as may be) to such holders' holdings of such shares (or, as appropriate, to the numbers of such shares which such other persons are for those purposes deemed to hold) subject only to such exclusions or other arrangements as the directors may feel necessary or expedient to deal with (i) fractional entitlements or legal or practical problems under the laws or the requirements of any recognised regulatory body in any territory (ii) underwriting of such an issue and (iii) applications by shareholders for equity instruments offered to other shareholders as part of such an issue, but not taken up by other shareholders, and
 - (ii) the allotment to any person or persons (otherwise than in connection with a rights issue) of equity securities up to an aggregate nominal amount of £78,000 (being 1,560,000 shares), representing approximately 5% of the issued ordinary share capital of the Company,
- (b) the power given by this resolution shall expire upon the expiry of the authority conferred by Resolution 13 set out above, save that the directors shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offers or agreements as if the power conferred hereby had not expired, and
- (c) words and expressions defined in or for the purposes of Part 17 of the Companies Act 2006 shall bear the same meaning herein

ORDINARY RESOLUTION:

- 15 THAT in place of the Company's existing Investment Policy the revised Investment Policy set out below be approved and adopted by the Company

The Company's investment policy is to invest in a range of "strategic" investments, a "general portfolio" consisting of liquid stock market investments, both in equity instruments and bonds, and, at the Board's discretion, 'other investments', typically property and other physical assets. This investment policy is designed to achieve the Company's objectives of capital growth in real terms over the medium term, while maintaining a progressive dividend policy.

Both "strategic" and "general portfolio" investments can be in any industry sector. "Strategic" investments are significant minority positions in UK small cap companies which can be either quoted or unquoted, to diversify risk the policy is to maintain a number of such investments. Most such investments will be in shares of companies that are publicly traded but investments can also be made in publicly traded and untraded debt or equity instruments of companies that are strategic investments. The "general portfolio" aims to further diversify risk through a spread of investments and a target of between 20 and 30 holdings in some of the world's largest quoted companies.

The intention is for between 30% and 70% of the overall investment portfolio with a maximum limit of 80% to be in "strategic" and "other" investments immediately following such investment, with the balance of the portfolio, to be in the "general portfolio". "Other investments" will be limited to 50 per cent of the overall value of the investment portfolio, measured immediately following such investment. No one "strategic investment" or "other investment" will represent more than 30% and 50% respectively of the value of all investments immediately following the making of such investment and no one "general portfolio" investment will represent more than 10 per cent of the value of the "general portfolio" at the time of such investment.

Within these parameters, changes in strategic and other investments are decided on by the Board and changes to the general portfolio are decided on by the Board or, between Board meetings, by an Investment Committee of the Board. The investment guidelines within which the Investment Committee operates allow the Investment Committee discretion within the parameters set by the Investment Policy. The investment mix and level of borrowings are reviewed at each Board meeting.

The Company's gearing is limited at or below 70% of the total value of investments.

A handwritten signature in black ink, appearing to read 'Rod Venables', written in a cursive style.

Rod Venables
for City Group P L C
Company Secretary