

COMPANY LIMITED BY SHARES

WESTERN SELECTION P.L.C.

("the Company")

SATURDAY



A12 *A6KXLE15* 09/12/2017 #338
COMPANIES HOUSE

At an Annual General Meeting of the Company held at 6 Middle Street, London EC1A 7JA on 5th December 2017 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:

ORDINARY RESOLUTION:

5. 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 a maximum nominal amount of £4,820,000, provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2018, 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:

6. THAT,
- (a) subject to the passing of Resolution 5 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 5, as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:
- (i) to the allotment of shares in the Company in connection with or pursuant to an offer by way of rights, bonus issues or other similar issues to the holders of Shares of 40p 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 £717,995 (being approximately 10% 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 5 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.



Rod Venables
for City Group P.L.C.
Company Secretary