

Company number: 00358949

COMPANIES ACT 2006

Wm MORRISON SUPERMARKETS Plc

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COMPANIES HOUSE

At the Annual General Meeting of the Company held at Hilmore House, Gain Lane, Bradford, West Yorkshire, BD3 7DL at 11 00am on 9 June 2016, duly convened by a notice of annual general meeting dated 6 May 2016, the following resolutions were duly passed

Special Resolution

That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company ("ordinary shares") on such terms as the Directors see fit provided that

- (i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 233,517,658,
- (ii) the minimum price (excluding expenses) which may be paid for each ordinary share is its par value,
- (iii) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to the higher of (a) 5% above the average of the middle market quotations for the ordinary shares as derived from the Daily Official List of the London Stock Exchange plc for the 5 business days before the purchase is made and (b) the value of an ordinary share calculated on the basis of the higher of the price quoted for the last independent trade and the highest current independent bid for any number of ordinary shares on the trading venue where the purchase is carried out, as stipulated by article 5(1) of the EU Buyback and Stabilisation Regulation 2003 (No 2273/2003),
- (iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting or, if earlier, on 30 June 2017 (unless renewed, varied or revoked by the Company prior to or on that date), and
- (v) the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority and may after such expiry make a purchase of its own shares in pursuance of such contract as if this authority had not expired

Ordinary Resolution

That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act"), in substitution for all existing authorities to the extent unused, to exercise all powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £77,839,219, provided that this authority shall expire at the conclusion of the next Annual General Meeting or, if earlier, on 30 June 2017 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired

Special Resolution

That, subject to the passing of resolution 15 set out in the Notice of the 2015 Annual General Meeting of the Company, the Directors be given the general power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined by section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 15 above and sell relevant securities (as defined in the Act) held by the Company as treasury shares for cash, in either such case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares

- (i) in connection with or pursuant to an offer or invitation in favour of holders of ordinary shares in proportion (as nearly practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the right of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, and
- (ii) (otherwise than pursuant to paragraph (i) of this resolution 14) up to an aggregate nominal amount of £11,675,882,

and shall expire at the conclusion of the next Annual General Meeting or, if earlier, on 30 June 2017 (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted for cash, or treasury shares sold 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

Special Resolution

That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice



Mark Amsden
Company Secretary

Dated 10 June 2016