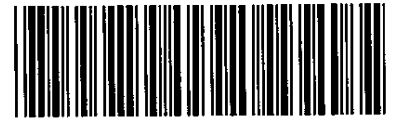


Company number: 00358949

COMPANIES ACT 2006

MONDAY



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## **Wm MORRISON SUPERMARKETS PLC**

At the Annual General Meeting of the Company held at Hilmore House, Gain Lane, Bradford, West Yorkshire, BD3 7DL at 11.00am on 14 June 2018, duly convened by a notice of annual general meeting dated 14 May 2018, the following resolutions were duly passed:

### **Ordinary Resolution: General authority to allot shares**

That the Directors be generally and unconditionally authorised for the purposes of 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 £78,529,113, provided that this authority shall expire at the conclusion of the next AGM or, if earlier, on 30 June 2019 (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 or rights to be granted after such expiry and the Directors may allot relevant securities or grant rights to subscribe for or to convert any security into shares, in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

### **Special Resolution: Disapplication of pre-emption rights**

That, subject to the passing of resolution 17 above, the Directors be given the general power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act") to:

- (a) allot equity securities (as defined by section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 17 above; and
- (b) sell ordinary shares (as defined in section 560(1) of 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 to acquire equity securities 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) in the case of the authorisation granted under resolution 17 above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution 18, up to an aggregate nominal amount of £11,779,367,

and shall expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2019 (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, or sell treasury shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

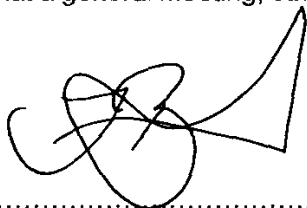
**Special Resolution: Authority to purchase Wm Morrison Supermarkets PLC shares**

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 any of its ordinary shares of 10p each in the capital of the Company ("ordinary shares") on such terms and in such manner as the Directors see fit, and where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:

- (i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 235,587,340;
- (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) 105 per cent. of the average of the middle market quotations for an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange PLC for the five business days before the day on which such share is contracted to be purchased, 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 an ordinary share on the trading venue where the purchase is carried out;
- (iv) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2019 (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.

**Special Resolution: Notice period for general meetings**

That a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.



Jonathan Burke  
Company Secretary

Dated: 14 June 2018