

SPECIAL RESOLUTIONS
of
GLENSTONE PROPERTY PLC
(the "Company")

At a General Meeting of the Company duly convened and held at the Lansdowne Club, 9 Fitzmaurice Place, London W1J 5JD on Wednesday 27 January 2016 the following special resolutions were duly passed

SPECIAL RESOLUTIONS

The following definitions apply to the resolutions below, unless the context requires otherwise

A Ltd	Amdale Securities Limited, a company incorporated and registered in England and Wales with company number 06087717 whose registered office is at c/o Lawrence Smith & Co, Parkway House, Sheen Lane, East Sheen, London, United Kingdom, SW14 8LS
Company	Glenstone Property Plc incorporated and registered in England and Wales with company number 00986343 whose registered office is at St Johns House, East Street, Leicester, LE1 6NB
Completion	completion of the sale and purchase of the Sale Shares in accordance with the SPA
Completion Date	1 February 2016
Consideration Shares	the 4,270,593 Ordinary Shares of £0.02 each in the capital of the Company to be allotted and issued to the Sellers in consideration for the sale of the Sale

WEDNESDAY



A14 *A50FTV1K* #342
10/02/2016
COMPANIES HOUSE

Shares to the value of that part of the Purchase Price that is to be satisfied by such allotment and issue

Conversion Shares

the 817,778 Ordinary Shares of £0.02 each referred to in the outstanding loan between Anne-Marie Smith of Las Adelfas, Apartment 6-1- Atico, Paseo Maritimo, Calle Carlos Cana, S. Pedro de Alcantara, Malaga 29670, Spain and A Ltd, which is to be transferred to the Company

D Ltd

Deemark Limited, a company incorporated and registered in England and Wales with company number 02088103 whose registered office is at 4th Floor, Centre Heights, 137 Finchley Road, London, United Kingdom, NW3 6JG

Existing Ordinary Shares or Ordinary Shares

the ordinary shares of £0.02 each being the issued share capital of the Company at the date of this document

Listing Rules

the listing rules published by the Channel Islands Exchange Authority Limited (CISEA) and which are applicable to securities listed on the CISEA

L Ltd

London & Surrey Property Holdings Limited, a company incorporated and registered in England and Wales with company number 01321490 whose registered office is at Parkway House, Sheen Lane, East Sheen, London, SW14 8LS

NAV

the net asset value

Panel

the Panel on Takeovers and Mergers

Purchase Price

the purchase price for the Sale Shares

Relevant Securities

means shares in the Company, other than shares allotted pursuant to

- an employee share scheme (as defined in section 1166 of the Companies Act 2006),
- a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security, or
- a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security

Rule 9

Rule 9 of the Takeover Code

SPA

the share purchase agreement to be entered into between (1) the Company and (2) the relevant Sellers for the relevant Sellers to sell and the Company to buy the Sale Shares in A Ltd D Ltd and L Ltd

Sale Shares

being -

- the 1,000 Ordinary Shares of £1 00 each in A Ltd, all of which have been issued and are fully paid, and which comprise the whole of the issued share capital of A Ltd,
- 6,039 Ordinary Shares of £1 00 each in D Ltd, all of which have been issued and are fully paid, and which comprise 60 39% of the issued share capital of D Ltd the balance of the issued and fully paid Ordinary Shares of £1 00 each in D Ltd being owned by L Ltd (5 52%) and A Ltd (34 09%) of which the Company is acquiring 100% of the issued share capital pursuant to the SPA, and
- the 361 Ordinary Shares of £1 00 each in L Ltd,

all of which have been issued and are fully paid,
and which comprise the whole of the issued
share capital of L Ltd

Sellers the several persons whose names are set out in the
table below and who are deemed to be acting in
concert for the purposes of the Takeover Code

Takeover Code the City Code on Takeover and Mergers

Targets together A Ltd, D Ltd and L Ltd

1 THAT, in accordance with Listing Rule 7.3.17.2 of the Listing Rules the Company be
and hereby is authorised to issue the Consideration Shares and the Conversion Shares
at a price which is less than the NAV per unit of the Consideration Shares or the
Conversion Shares

2 THAT

2.1 in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006
(Commencement No. 8, Transitional Provisions and Savings) Order 2008, the
restriction on the authorised share capital of the Company set out in the
memorandum of association of the Company, which by virtue of section 28 of the
Companies Act 2006 is treated as a provision of the Company's articles of
association, is hereby revoked and deleted, and

2.2 the articles of association of the Company be amended by deleting the present
article 3 and replacing it with the following new article 3

3 INTENTIONALLY OTHERWISE BLANK

3 THAT, subject to (i) Completion and (ii) the passing of the resolution 3 and in accordance
with section 570 of the 2006 Act, the Directors be generally empowered to allot the
Relevant Securities pursuant to the authority conferred by resolution 8, as if section
561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall

3.1 Be limited to the allotment of Relevant Securities up to an aggregate nominal
amount of £250,000, and

3 2 Expire on the 30th October 2016 (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 equity securities to be allotted 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

4 THAT, subject to (i) Completion and (ii) the passing of resolutions 5 and 6, the articles of association of the Company be amended by

4 1 Deleting the present article 112 and replacing it with the following new article 112

112 INTENTIONALLY OTHERWISE BLANK

until after the second anniversary of the Completion Date when the present article 112 shall automatically be deemed to have been reinstated

4 2 Inserting the words "(subject to article 114)" between the "Board" and "may" in the first line of article 113,

4 3 Deleting the present article 114 and replacing it with the following new article 114

114 Voting and Quorum

For the two years following completion of the acquisition of the entire issued share capital of each of Deemark Limited, London & Surrey Property Holdings Limited and Amdale Securities Limited, the board of the Company will consist of the following persons, who shall each have the following votes

1	Duncan James Kennedy ('A' director)	1 vote
2	Adam Clive Smith ('B' director)	2 votes
3	Paul Christopher Schorb ('A' director)	1 vote
4	Asim Ali Khan ('B' director)	2 votes
5	Benjamin Paul Green ('A' director)	1 vote
6	Christopher Lewis Powell ('A' director)(chairman)	1 vote
7	John Henry Nugent ('A' director)	1 vote

In the case of an equality of votes the chairman of the board meeting shall have an additional or casting vote

For the two years following the Completion Date, the quorum necessary for all board meetings shall be four directors with not less than one 'A' director and not less than one 'B' director being present at each duly convened board meeting

In the event that one or more 'A' director (other than John Henry Nugent) ceases to be a director of the Company within the two years following the Completion Date, the remainder of the 'A' directors shall be entitled to appoint a replacement 'A' director to the board and such replacement shall have the same number of votes as his predecessor. Where the replacement 'A' director replaces Christopher Lewis Powell (the existing chairman) the 'A' directors shall be entitled to appoint such replacement 'A' director as chairman of the Company

In the event that John Henry Nugent ceases to be a director of the Company within the two years following the Completion Date, the board shall be entitled to appoint a replacement 'A' director to the board and such replacement shall have the same number of votes as his predecessor, provided that nothing in this paragraph shall prejudice any obligation of the Company to follow any process it has agreed to in determining such appointment

In the event that a 'B' director ceases to be a director of the Company within the two years following the Completion Date, the other 'B' director shall be entitled to appoint a replacement 'B' director to the Board and such replacement shall have the same number of votes as his (or her) predecessor

After the second anniversary of the Completion Date all directors shall have one vote (subject to the chairman having a casting vote in the case of equality of votes) and the concept of 'A' directors and 'B' directors shall fall away and the quorum necessary for the transaction of any business determined by the board, until otherwise determined, shall be three directors

At all times

- (a) a duly convened meeting of the board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being exercisable by the board,
- (b) questions arising at any meeting shall be determined by a majority of votes