

SIG plc

Company No:
00998314

Passed:
8 May 2019

The Companies Acts 2006

WEDNESDAY



A23 *A860UH47* #45
22/05/2019
COMPANIES HOUSE

At the Annual General Meeting of the members of SIG plc ("the Company") held at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG on Wednesday 8 May 2019 at 12.00 noon the following Resolutions were passed of which Resolution 13 was passed as an Ordinary Resolution and Resolutions 14 to 17 as Special Resolutions:

Ordinary Resolution

Resolution 13

That the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company ("Rights"):

- (a) up to an aggregate nominal amount of £19,718,556; and
- (b) up to a further aggregate nominal amount of £19,718,556 provided that: (i) they are equity securities (within the meaning of Section 560(1) of the Companies Act 2006); and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 8 August 2020, save that the Company shall be entitled to make offers or agreements before the expiry of such 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 offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights to be and are hereby revoked.

Special Resolutions

Resolution 14

That, if Resolution 13 is passed, the Directors be and they are hereby empowered pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 13 above or by way of a sale of treasury shares as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 13 above by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary Shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fraction entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and

- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 14) to any person or persons up to an aggregate nominal amount of £2,957,785 (being approximately 5% of the issued ordinary share capital of the Company as at 14 March 2019),

such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 8 August 2020 but, in each case, prior to its expiry the Company be entitled to make offers or agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors shall be entitled to allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 15

That if Resolution 13 is passed and in addition to any authority granted under Resolution 14, the Directors be and they are hereby empowered pursuant to Sections 570 and 573 of the Companies Act 2006, to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 13 above or by way of a sale of treasury shares as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £2,957,785 (being approximately 5% of the issued ordinary share capital of the Company as at 14 March 2019); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 8 August 2020, in each case prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

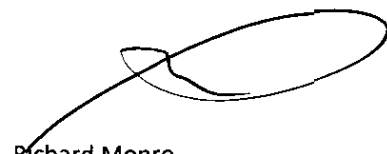
Resolution 16

That the Company be generally and unconditionally authorised, pursuant to and in accordance with Sections 693 and 701 of the Companies Act 2006, to make market purchases (as defined in Section 693(4) of that Companies Act 2006) of up to 59,155,698 ordinary shares of 10p each in the capital of the Company (being approximately 10% of the current issued ordinary share capital of the Company as at 14 March 2019) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the amount paid for each ordinary share (exclusive of expenses) shall not be more than 5% above the average of the middle market quotations for an ordinary share in the Company as derived from the Daily Official List of The London Stock Exchange plc for the five business days immediately preceding the date on which the contract for the purchase is made;
- (b) the minimum price which may be paid for an ordinary share (exclusive of expenses) is 10p; and
- (c) the authority herein contained shall expire at the conclusion of the 2020 Annual General Meeting of the Company or, if earlier, on 8 August 2020 provided that the Company may, before such expiry, make a contract to purchase its ordinary shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its ordinary shares in pursuance of any such contract as if the authority conferred hereby had not expired.

Resolution 17

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

A handwritten signature in black ink, appearing to read 'Richard Monro', is written over a horizontal line.

Richard Monro
Secretary
8 May 2019

Registered Office:
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London
W2 6LG
Registered No. 998314