

Company No: 03214950

THE COMPANIES ACTS 1985, 1989 AND 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

CAPITAL MANAGEMENT AND INVESTMENT PLC

(the "Company")

At the General Meeting of the Company held at 3rd Floor, Watson House, 54 Baker Street, London, W1U 7BU on 12 January 2016 the following special resolutions were passed

SPECIAL RESOLUTIONS

- 1 THAT the admission of the ordinary shares of 100 pence each in the capital of the Company to trading on AIM, a market operated by London Stock Exchange plc, be cancelled and that the directors of the Company be authorised to take all steps which they consider to be necessary or desirable in order to effect such cancellation
- 2 THAT, subject to and conditional upon the passing of Resolution 1, the Company be re-registered as a private limited company in accordance with section 97 of the 2006 Act under the name Capital Management and Investment Limited
- 3 THAT, subject to and conditional on the passing of Resolutions 1 and 2, the Company adopt new articles of association in the form produced to the Meeting
- 4 THAT the investing policy of the Company be replaced by the following

"The Company shall not make any new investments with a view to enabling a future sale of the Company assets in whole or in part. The Company will actively manage its existing investments and seek to realise its assets in a managed way at an appropriate time, returning the net proceeds and any surplus cash to Shareholders. Shareholder returns are expected to be delivered by way of return of capital on their Ordinary Shares, whether by dividend, repurchase or otherwise."



DIRECTOR



S55EYV0P

SPE

22/04/2016

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COMPANIES HOUSE