

**Company Number: 3754672**

**WFCA PLC  
(the "Company")**

**PUBLIC COMPANY LIMITED BY SHARES  
RESOLUTIONS**

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At the annual general meeting of the Company duly convened and held on 30<sup>th</sup> November 2011 the following resolutions were duly passed as ordinary or special resolutions of the Company (as indicated):

**ORDINARY RESOLUTION**

- 1 **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the "**Act**"):
  - (a) to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as "**Relevant Securities**") up to an aggregate nominal value of £2,973,107 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company); and further
  - (b) to allot equity securities (as defined in section 560 of the Act, "**Equity Securities**") up to an aggregate nominal value of £ 2,973,107 in connection with a rights issue or similar offer in favour of ordinary shareholders where the Equity Securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory,

**PROVIDED THAT** this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities or Equity Securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities or Equity Securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired

**SPECIAL RESOLUTIONS**

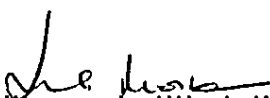
- 2 **THAT**, subject to and conditional upon the passing of the resolution numbered 4 in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot Equity Securities pursuant to the authority conferred upon them by resolution 4 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to

- (a) the allotment of Equity Securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the Equity Securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory, and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of Equity Securities up to an aggregate nominal amount of £1,114,915, representing approximately 25% of the current share capital of the Company,

and shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) 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 such offer or agreement as if the power conferred hereby had not expired.

3 **THAT**, for the purposes of section 701 of the Act, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") provided that:

- (a) the maximum number of Ordinary Shares which may be purchased is 44,596,600 (representing 10% of the Company's issued share capital),
- (b) the minimum price which may be paid for each Ordinary Share is £0 01,
- (c) the maximum price which may be paid for each Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of London Stock Exchange plc for the 5 business days immediately preceding the day on which the Ordinary Share in question is purchased,
- (d) unless previously revoked or varied, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company to be held in 2012 or, if earlier, on the date which is 12 months after the date of the passing of this resolution; and
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which contract or contracts will or maybe executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts

...  ...  
Chairman

Date 30 November 2011