

The following resolutions submitted to the Annual General Meeting held on June 15, 2016 in London were passed. References to the “Companies Act” are to the UK Companies Act 2006.

Proposal 1 – Ordinary resolution regarding the Company’s annual report and accounts

1. To receive and adopt the Company’s audited UK statutory accounts for the period ended 31 December 2015, together with the reports of the directors and the auditors thereon (the “UK annual report and accounts”).

Proposal 2 – Ordinary resolution on the directors’ remuneration report

2. To approve the directors’ remuneration report (excluding the directors’ remuneration policy, set out at pages 63 to 75 of the directors’ remuneration report) in the form set out in the Company’s UK annual report and accounts for the period ended 31 December 2015.

Proposal 3 – Ordinary resolution regarding the directors’ remuneration policy

3. To approve the directors’ remuneration policy set out on pages 63 to 75 of the directors’ remuneration report in the form set out in the Company’s UK annual report and accounts for the period ended 31 December 2015, such policy to take effect immediately after the conclusion of the Annual General Meeting.

Proposal 4 – Ordinary resolution to re-appoint PricewaterhouseCoopers LLP as the company’s UK statutory auditor

4. To re-appoint PricewaterhouseCoopers LLP as the Company’s UK statutory auditor under the Companies Act to hold office from the conclusion of the Annual General Meeting until the conclusion of the next general meeting at which the annual report and accounts are laid.

Proposal 5 – Ordinary resolution to ratify independent registered public accountancy firm

5. To ratify the appointment of PricewaterhouseCoopers S.p.A. as the Company’s independent registered public accounting firm for the year ending 31 December 2016.

Proposal 6 – Ordinary resolution regarding the UK statutory auditor’s remuneration

6. To authorise the directors and/or the Audit & Compliance Committee of the Company to determine the remuneration of PricewaterhouseCoopers LLP, in its capacity as the Company’s UK statutory auditor under the Companies Act.

Proposal 7 – Ordinary resolution regarding the form of share repurchase contract and repurchase counterparties

7. To approve:

- a. the forms of share repurchase contracts (the “**Share Repurchase Contracts**”), copies of which are appended to the proxy statement accompanying this notice of Annual General Meeting, for the purchase by the Company of such number of its ordinary shares of £1.00

each (the “**Ordinary Shares**”) at such prices as may be agreed pursuant to the terms of a Share Repurchase Contract, and the directors of the Company be and are hereby authorised to enter into any Share Repurchase Contract negotiated and agreed with a Bank (as defined in subsection *b* below); and

- b. the counterparties with whom the Company may enter into a Share Repurchase Contract, being the counterparties (or their subsidiaries or affiliates from time to time) set out in the proxy statement accompanying this notice of Annual General Meeting (the “**Banks**”),

provided that, unless previously renewed, varied or revoked by the Company at a general meeting, this authority shall expire on the fifth anniversary of the Annual General Meeting.

Proposal 8 – Ordinary resolution regarding on-market purchases of shares

8. Pursuant to and in accordance with section 701 of the Companies Act, to generally and unconditionally authorise the Company to make market purchases (within the meaning of section 693(4) of the Companies Act) of Ordinary Shares on such terms and in such manner as the directors of the Company shall determine from time to time, and, where such Ordinary Shares are held as treasury shares, the Company may use them for the purposes of its employee share plans, provided that:

- a. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 4,906,883;
- b. the minimum price (exclusive of all expenses) which may be paid for an Ordinary Share is £1.00;
- c. the maximum price (exclusive of all expenses) which may be paid for an Ordinary Share is the higher of:

- i. 105% of the average of the middle market quotations of an Ordinary Share as derived from the Daily Official List of the London Stock Exchange for the five business days prior to the day the purchase is made; and
 - ii. that stipulated by article 5.1 of the Buy-back and Stabilisation Regulation (EC 2273/2003), which will be replaced by article 5 of the EU Market Abuse Regulation with effect from 3 July 2016;
- d. unless previously renewed, varied or revoked by the Company at a general meeting, this authority shall expire on 30 June 2017 or, if earlier, at the conclusion of the Company's next annual general meeting; and
- e. the Company may, before this authority expires, make a contract to purchase Ordinary Shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares pursuant to it as if this authority had not expired.

Proposal 9 – Ordinary resolution regarding electronic communications with shareholders

9. To authorise the Company, subject to and in accordance with the provisions of the Companies Act, to send, convey or supply all types of notices, documents or information to shareholders by electronic means, including by making such notices, documents or information available on a website.

Proposal 10 – Special resolution regarding length of notice for general meetings

10. To authorise the Company to call general meetings, other than an annual general meeting, on not less than 14 clear days' notice.

By order of the Board of Directors,



Brian Sheridan
Company Secretary

16 June 2016