

Registered No. 3234176

COMPANY LIMITED BY SHARES

THURSDAY



A03 \*A17NQVIY\* 26/04/2012 #444  
COMPANIES HOUSE

**FIDESSA GROUP PLC**

**Resolutions passed on 24<sup>th</sup> April 2012**

At the Annual General Meeting of Fidessa group plc (the "Company") held on 24<sup>th</sup> April 2012, the following Resolutions were duly passed

**Ordinary Resolutions**

- 1 To receive the financial statements for the year ended 31st December 2011 together with the reports of the directors and auditor thereon
- 2 To declare a final dividend of 24 5p per ordinary share of the Company
- 3 To declare a special dividend of 45 0p per ordinary share of the Company
- 4 To approve the Directors' Remuneration Report for the year ended 31st December 2011
- 5 To re-elect John Hamer who retires as a director of the Company
- 6 To re-elect Chris Aspinwall who retires as a director of the Company
- 7 To re-elect Andy Malpass who retires as a director of the Company
- 8 To re-elect Ron Mackintosh who retires as a director of the Company
- 9 To re-elect Philip Hardaker who retires as a director of the Company
- 10 To re-elect Elizabeth Lake who retires as a director of the Company
- 11 To re-appoint KPMG Audit Plc as the Company's auditor to hold office until the conclusion of the next Annual General Meeting of the Company at which accounts are laid
- 12 To authorise the directors to agree the remuneration of the auditor of the Company
- 13 (a) to authorise the directors generally and unconditionally pursuant to Section 551 of the Companies Act 2006 ("Act") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £1,232,377 00 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph (b) below in excess of £1,232,377 00) provided that this authority unless renewed shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and fifteen months from the date of the passing of this resolution, such authority being in substitution for any existing authority to allot shares or grant Rights but so as to enable the Company before such date to make offers or agreements which would or might require shares to be allotted after such expiry and

the directors may allot shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired, and further

(b) to authorise the directors generally and unconditionally to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £2,464,754 00 (such amount to be reduced by any shares allotted or rights granted under sub-paragraph (a) above) provided that this authority unless renewed shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and fifteen months from the date of the passing of this resolution, but so as to enable the Company before such date to make offers or agreements which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired

### **Special Resolutions**

- 14 To empower the directors in accordance with Section 570 of the Act, until the earlier of the conclusion of the next Annual General Meeting of the Company and fifteen months from the date of the passing of this resolution, to make allotments of equity securities (as construed in accordance with section 560 of the Act) for cash pursuant to the authority that was conferred on the directors by resolution 13 above as if section 561 of the Act did not apply to any such allotment, such power being limited to the allotment of equity securities

(a) in connection with an issue or offer by way of rights in favour of holders of equity securities and of any other person entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held or deemed to be held by them on the record date of such allotment or are otherwise in accordance with their respective entitlements, subject only to such exclusions or other arrangements as the directors may deem fit to deal with fractional entitlements or problems arising under the laws of any overseas territory or the requirements of any regulatory authority or any stock exchange, and

(b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £184,875,

save that the Company may, before expiry of that authority, 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 pursuant to any such offer or agreement as if such authority had not expired

- 15 That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (as defined in section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company upon such terms and in such manner as the directors of the Company shall determine provided that

(a) the maximum number of ordinary shares hereby authorised to be purchased is 3,697,500 (representing approximately 10 per cent of the Company's issued ordinary share capital at the date of the Notice of this meeting),

(b) the minimum price which may be paid for an ordinary share is 10p per share (excluding expenses) being the nominal amount thereof,

(c) the maximum price (excluding expenses) which may be paid for an ordinary share shall be the higher of (1) 5 per cent above the average of the middle market quotation of an ordinary share of the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the purchase is made and (2) the higher of the price of the last independent trade on the trading venues where the purchase is carried out and the highest current independent bid on the trading venues where the purchase is carried out,

(d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date which is fifteen months after the date on which this resolution is passed, 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 will or may be 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 as if the authority conferred hereby had not expired

16 That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice

Fidessa group plc

24<sup>th</sup> April 2012