

Registered No. 3234176

COMPANY LIMITED BY SHARES

FIDESSA GROUP PLC

Resolutions passed on 26th April 2017

At the Annual General Meeting of Fidessa group plc (the "Company") held on 26th April 2017, the following Resolutions were duly passed:

Ordinary resolutions

1. To receive the financial statements for the year ended 31st December 2016 together with the reports of the directors and auditor thereon.
2. To declare a final dividend of 28.2p per ordinary share of the Company.
3. To declare a special dividend of 50.0p per ordinary share of the Company.
4. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31st December 2016.
5. To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31st December 2016.
6. To re-elect John Hamer as a director of the Company.
7. To re-elect Chris Aspinwall as a director of the Company.
8. To re-elect Andy Skelton as a director of the Company.
9. To re-elect Ron Mackintosh as a director of the Company.
10. To re-elect Elizabeth Lake as a director of the Company.
11. To re-elect John Worby as a director of the Company.
12. To re-elect Ken Archer as a director of the Company.
13. To elect Richard Longdon as a director of the Company.
14. To re-appoint KPMG LLP 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.
15. To authorise the directors to agree the remuneration of the auditor of the Company.
- 16.

(a) To authorise the directors generally and unconditionally to exercise all the powers of the Company to allot shares in the Company and/or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £1,286,296 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph (b) below in excess of £1,286,296); and further

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(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 £2,572,592 (such amount to be reduced by any shares allotted or rights granted under sub-paragraph (a) above),

provided that these authorities replace any existing authorities to allot shares or grant rights and, unless renewed, shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 15 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 authorities conferred hereby had not expired.

Special resolutions

17. To empower the directors in accordance with Sections 570 to 573 of the Act, until the earlier of the conclusion of the next Annual General Meeting of the Company and 15 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 authorities that were conferred on the directors by resolution 16 above or by way of sale of treasury shares as if Section 561 of the Act did not apply to any such allotment (or sale), such power being limited to the allotment of equity securities or sale of treasury shares:

(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 £192,963,

save that the Company may, before expiry of those authorities, 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 authorities had not expired.

18. To empower the directors, until the earlier of the conclusion of the next Annual General Meeting of the Company and 15 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 authorities that were conferred on the directors by resolution 16 above or by way of sale of treasury shares as if Section 561 of the Act did not apply to any such allotment (or sale), such power being limited to the allotment of equity securities or sale of treasury shares:

- (a) up to an aggregate nominal amount of £192,963; and
- (b) used for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the directors determine 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,

save that the Company may, before expiry of those authorities, 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 authorities had not expired.

19. 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 3,859,275 (representing approximately 10% of the Company's issued ordinary share capital at the date of the Notice of this meeting);
- (b) the minimum price(excluding expenses) which may be paid for an ordinary share is 10p per share being the nominal amount thereof;
- (c) the maximum price(excluding expenses) which may be paid for each ordinary share shall be the higher of (i) 5% 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 (ii) 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 15 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.

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

Ordinary resolution

21. That the Company may:

(a) send or supply any documents or information to members by making them available on a website for the purposes of paragraph 10(2) of Schedule 5 to the Companies Act 2006 and otherwise; and

(b) use electronic means (within the meaning of the Disclosure Guidance and Transparency Rules sourcebook published by the Financial Conduct Authority) to convey information to members.


A. Shan
Company Secretary
26th April 2017