

Company No: 03310225

COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ORDINARY RESOLUTION
OF

MICHAEL PAGE INTERNATIONAL PLC
(Passed on 4 June 2015)

AT THE ANNUAL GENERAL MEETING of the above named Company, duly convened and held at Page House, 1 Dashwood Lang Road, The Bourne Business Park, Weybridge, Surrey, KT15 2QW, the following Ordinary Resolution was passed -

ORDINARY RESOLUTION

THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount of £1,084,348, provided that this authority, shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 4 September 2016, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired, and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked

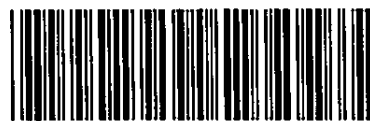
THAT in accordance with sections 366 and 367 of the Act the Company, and all companies that are subsidiaries of the Company at the date on which this Resolution 14 is passed or during the period when this Resolution 14 has effect, be generally and unconditionally authorised to

- (a) make political donations to political parties (or independent election candidates) as defined in the Act, not exceeding £25,000 in total,
- (b) make political donations to political organisations other than political parties, as defined in the Act, not exceeding £25,000 in total, and
- (c) incur political expenditure, as defined in the Act, not exceeding £25,000 in total,

during the period commencing on the date of passing this Resolution 14 and ending on 4 September 2016 or at the close of business of the next Annual General Meeting of the Company (whichever is the earlier) provided that the authorised sum referred to in paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution 14 shall not exceed £75,000

Certified true copy
Blaine Wain
E HARRINER
COMPANY SECRETARY

SATURDAY



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COMPANIES HOUSE