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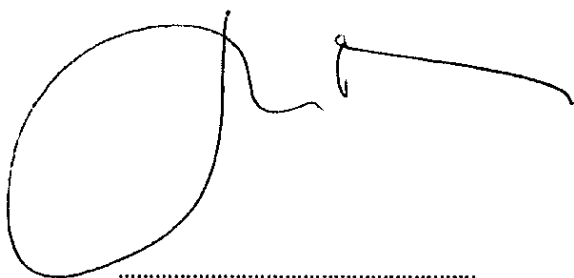
**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTION**  
**OF**  
**HARVEY NASH GROUP PLC**

(PASSED 29 JUNE 2017)

At a General Meeting of Harvey Nash Group PLC (the "**Company**"), duly convened and held at the offices of Travers Smith LLP at 10 Snow Hill, London, EC1A 2AL on 29 June 2017 at 10.00 a.m. the following resolution was passed by the members of the Company as a special resolution:

**SPECIAL RESOLUTION**

**THAT** the directors of the Company be and are hereby authorised to cancel the listing of the ordinary shares in the capital of the Company on the Official List of the Financial Conduct Authority and to remove such ordinary shares from trading on the London Stock Exchange's Main Market for listed securities and to apply for admission of the said ordinary shares to trading on AIM, a market operated by the London Stock Exchange.



Chair

FRIDAY



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