

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**DRIVER GROUP PLC**  
**(THE "COMPANY")**

**SHAREHOLDERS' RESOLUTIONS**

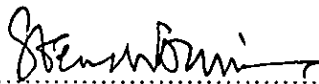
At the General Meeting of the Company held on 9 March 2017, the following resolutions ("**Resolutions**") were duly passed:

**ORDINARY RESOLUTION**

1. THAT, in addition to all subsisting authorities, to the extent unused, the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot ordinary shares of 0.4 pence each in the capital of the Company ("**Ordinary Shares**") or to grant rights to subscribe for or to allot Ordinary Shares up to an aggregate nominal amount of £84,942.65 (being equal to 21,235,662 Ordinary Shares) pursuant to the Fundraising. The authority conferred by this resolution shall expire at the conclusion of the Company's next annual general meeting (unless previously revoked or varied by the Company in general meeting), save that the Company may, before such expiry, revocation or variation make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry, revocation or variation and the Directors may allot shares in the Company or grant rights in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.

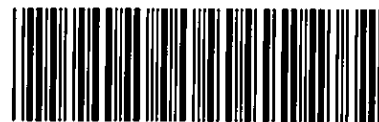
**SPECIAL RESOLUTION**

2. THAT, in addition to all subsisting authorities, to the extent unused, and subject to and conditional upon the passing of Resolution 1 set out in this notice of general meeting, the Directors be and are hereby empowered pursuant to section 571(1) of the Act to allot or make offers or agreements to allot equity securities (within the meaning of section 560 of the Act) in connection with the Fundraising, payment for which is to be wholly in cash, as if section 561 of the Act did not apply to any such allotment. The authority conferred by this resolution shall be limited to the allotment of equity securities pursuant to the Fundraising up to an aggregate nominal value of £84,942.65 (being equal to 21,235,662 Ordinary Shares) and shall expire at the Company's next annual general meeting (unless previously revoked or varied by the Company in general meeting), save that the Company may, before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.

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**Director**

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COMPANIES HOUSE