

Company number 03475146

WEDNESDAY



THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
OF
DRIVER GROUP PLC
(The "Company")

Passed on 27 February 2020

At an annual general meeting of the Company duly convened and held at 110 Cannon Street, London EC4N 6EU on 27 February 2020 at 2.30 pm, the following resolution were duly passed as ordinary and special resolutions.

ORDINARY RESOLUTIONS

1. TO receive and adopt the annual accounts of the Company for the financial year ended 30 September 2019 together with the reports of the directors and auditors thereon.
2. TO declare a final dividend for the year ended 30 September 2019 of 0.75 pence per ordinary share in the capital of the Company, to be paid on 20 March 2020 to shareholders whose names appear on the register of members of the Company as at the close of business on 21 February 2020.
3. TO re-appoint BDO LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
4. TO authorise the directors to agree the remuneration of the auditors.
5. TO re-elect Gordon Wilkinson who retires by rotation in accordance with article 19.4 of the Company's articles of association and who, being eligible, offers himself for re-election as a director.
6. TO elect Elizabeth Filkin, who was appointed as a director of the Company on 1 October 2019 and who retires at the annual general meeting in accordance with article 19.2 of the Company's articles of association and who, being eligible, offers herself for election as a director.
7. THAT, the directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "Act"), 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 £69,566.74, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months from the passing of this Resolution or, if earlier, the date of the next annual general meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this Resolution has expired.

This authority is in substitution for all unexercised authorities previously granted to the directors to allot shares or grant Rights but without prejudice to any allotment of any shares or grant of any Rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

8. THAT, subject to the passing of Resolution 7 above, the directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 7 above or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

(a) the allotment of equity securities in connection with an offer of equity securities:

- (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (ii) to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (a) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £20,870.02,

and shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months from the passing of this Resolution or, if earlier, the date of the next annual general meeting of the Company, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

This authority is in substitution for all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

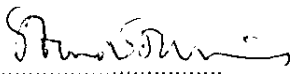
9. TO authorise the Company generally and unconditionally to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 0.4 pence each ("Ordinary Shares") provided that:

- (a) the maximum aggregate number of Ordinary Shares that may be purchased is 5,217,506;
- (b) the minimum price (excluding expenses) which may be paid for each Ordinary Share is 0.4 pence;
- (c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:

- (i) 105 per cent. of the average market value of an Ordinary Share in the Company for the five business days prior to the day the purchase is made; and
- (ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
 - a. the last independent trade of; and
 - b. the highest current independent bid for,

any number of the Company's Ordinary Shares on the trading venue where the purchase is carried out.

The authority conferred by this Resolution shall expire on the date which is 15 months from the passing of this Resolution or, if earlier, at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this Resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority.

Signed.....
Chair of the meeting