

IDOX PLC ("Company")

TUESDAY



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04/03/2014

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COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held at 2nd Floor, Chancery Exchange, 10 Fumival Street, London, EC4A 1AB on 27 February 2014 at 10.00am the following ordinary and special resolutions were passed:

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ORDINARY RESOLUTIONS

1. To receive and adopt the statement of accounts for the year ended 31 October 2013 together with the reports of the directors and the auditors thereon.
2. To re-elect Richard Kellett-Clarke, who retires by rotation, as a director.
3. To elect Jeremy Millard, who was appointed since the last Annual General Meeting, as a director.
4. To re-appoint Grant Thornton UK LLP as auditors to act as such until the conclusion of the next general meeting of the Company at which the requirements of section 437 and 438 of the Companies Act 2006 ("2006 Act") are complied with and to authorise the directors of the Company to fix their remuneration
5. To declare a dividend of 0.4 pence per ordinary share of 1 pence each ("Ordinary Shares") in the capital of the Company.
6. That the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the 2006 Act to allot Relevant Securities (as defined in note 1 below) up to an aggregate nominal amount of £1,150,000 (representing approximately 33 per cent. of the entire issued share capital of the Company), provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the conclusion of the annual general meeting of the Company to be held in 2015, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act

SPECIAL RESOLUTIONS

7. That the directors of the Company be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such

allotment pursuant to the general authority conferred on them by resolution 6 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to -

- (a) the allotment of equity securities in connection with a rights issue or any other offer to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings and to 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
- (b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to the equivalent of 10 per cent. of the entire issued share capital of the Company,

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 570 of the 2006 Act and shall expire on the conclusion of the annual general meeting of the Company to be held in 2015 (unless renewed varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, 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 in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

8. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the 2006 Act) of its Ordinary Shares provided that:-

- (a) the maximum number of Ordinary Shares authorised to be purchased is 35,000,000 representing approximately 10 per cent of the entire issued share capital of the Company;
- (b) the minimum price which may be paid for an Ordinary Share is 1 pence;
- (c) the maximum price which may be paid for an Ordinary Share is an amount equal to 105 per cent. of the average of the middle-market prices shown in the quotation for an Ordinary Share as derived from the Stock Exchange Alternative Trading Service of the Stock Exchange for the 5 business days immediately preceding the day on which the Ordinary Share is purchased;
- (d) the authority hereby conferred shall expire on the earlier of the date falling

15 months after the Annual General Meeting or on the conclusion of the next annual general meeting of the Company to be held in 2015; and

- (e) the Company may make a contract to purchase its Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such contract

...  ...
CHAIRMAN

Notes:

1 "Relevant Securities" means

- (a) shares in the Company other than shares allotted pursuant to
 - (i) an employee share scheme (as defined by section 1166 of the 2006 Act),
 - (ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security, or
 - (iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security
- (b) any right to subscribe for or convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act) References to the allotment of Relevant Securities in the resolution include the grant of such rights