

**PRINT OF RESOLUTIONS**

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**IDOX PLC (the "Company")**

**Passed on 19 April 2018**

At the Annual General Meeting of the Company duly convened and held at the offices of Idox Plc, 40 Funnival Street, London, EC1N 2LE on 19 April 2018 at 10.30 a.m. the following resolutions 1 to 5 were passed as ordinary resolution and resolutions 6 and 7 were passed as special resolutions (each a "**Resolution**" and together the "**Resolutions**").

**ORDINARY RESOLUTION**

1. To approve and adopt the statement of accounts for the year ended 31 October 2017 together with the reports of the Directors and the auditors thereon.
2. To re-elect Jane Mackie who retires by rotation, as Director of the Company.
3. To appoint Grant Thornton 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.
4. To declare a final dividend of 0.655 pence per ordinary share of 1 pence each ("Ordinary Shares") in the capital of the Company.
5. To authorise the Directors of the Company generally and unconditionally pursuant to section 551 of the 2006 Act to exercise all powers to allot Relevant Securities (as defined in the notice of annual general meeting) up to an aggregate nominal amount of £1,369,000 (representing approximately 33 per cent. of the issued share capital of the Company (excluding treasury shares)), 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 2019, 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.



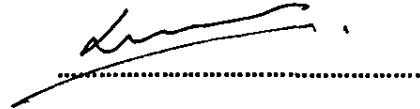
## **SPECIAL RESOLUTIONS**

6. Subject to the passing of resolution 5, 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 5 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 or sale of treasury shares up to an aggregate nominal amount of £207,400 being approximately 5 per cent. of the issued share capital of the Company (excluding treasury shares);

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 2019 (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.

7. 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 providing that:-
- (a) the maximum number of ordinary shares authorised to be purchased is 41,487,304 representing approximately 10 per cent. of the issued share capital of the Company (excluding treasury shares);
  - (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 anniversary of such authority being granted; and
- (e) 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.

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a dotted line.

**CHAIRMAN**