

**Company Number: 04275038**

**THE COMPANIES ACT 2006**

**PUBLIC COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS  
of  
DEALOGIC (HOLDINGS) PLC**

WEDNESDAY



A12      \*A28G5P3V\*      15/05/2013      #260  
COMPANIES HOUSE

At the Annual General Meeting of the members of the above named Company, duly convened and held at Thanet House, 231-232 Strand, London, WC2R 1DA on the 13<sup>th</sup> day of May 2013, the following Special Resolutions were duly passed in accordance with the Company's Articles of Association:

**Special Resolution 1**

- 1 That the 2013 Dealogic Share Option Plan (the "2013 Plan"), being in substantially the same form as the draft rules submitted to the meeting, be and is hereby approved and that the directors be and are hereby authorised to: adopt the 2013 Plan and do all other acts and things necessary or desirable to establish and carry the 2013 Plan into effect; seek the written approval of HM Revenue and Customs to the 2013 Plan (excluding Schedules 1 and 2 of the plan) under schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 (the "Plan Approval") and, in their absolute discretion to amend, waive or replace such of the rules of the 2013 Plan or introduce such new rules as may be necessary for the 2013 Plan to obtain and/or maintain the Plan Approval; establish further plans based on the 2013 Plan but modified to take account of local tax, exchange control or securities laws in overseas territories ("Overseas Plans"). Any shares made available under such Overseas Plans will be treated as counting against the limit on overall participation in the 2013 Plan; and do all other acts and things necessary or desirable to establish and carry into effect any Overseas Plans

**Special Resolution 2**

- 2 That the Directors be and are generally empowered, in accordance with section 570 of the 2006 Act, to allot equity securities (as defined in section 560 of the 2006 Act) in connection with a rights issue or other pre-emptive offer or if not in connection with a rights issue or other pre-emptive offer up to an aggregate nominal amount of £97,300, as if section 561(1) of the 2006 Act did not apply to any such allotment. The nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights. Words and expressions defined in or for the purposes of Part 17 of the 2006 Act shall bear the same meanings herein. This authority shall expire at the conclusion

of the annual general meeting of the Company in 2014 or on the date which is fifteen months from the date of passing this Resolution, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority in question had not expired. This power is granted pursuant to Resolution 9 (tabled and approved at the AGM) conferring authority under section 551 of the 2006 Act.

A handwritten signature in black ink, appearing to read 'H. Vincent', with a stylized, cursive flourish at the end.

Helen Vincent  
Company Secretary  
13<sup>th</sup> May 2013