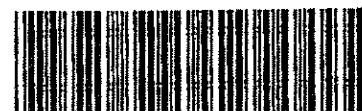


Company Number: 04275038
THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS OF
DEALOGIC (HOLDINGS) PLC

TUESDAY



A22 13/05/2014 #188
COMPANIES HOUSE

At the Annual General Meeting of the members of the above named Company, duly convened and held at One New Change, London, EC4M 9AF on the 7th day of May 2014, the following resolutions were duly passed in accordance with the Company's Articles of Association:

Ordinary Resolution 1

That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the 2006 Act in substitution for all existing authorities, without prejudice to any allotment of securities pursuant thereto, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any such security into shares in the Company (the "Relevant Securities") up to an aggregate nominal amount of £696,000 provided that this authority shall expire at the conclusion of the annual general meeting of the Company in 2015 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 the Relevant Securities to be allotted after the expiry of such period and the Directors may allot Relevant Securities in pursuance of any such offer or agreement as if the authority in question had not expired.

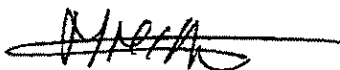
Ordinary Resolution 2

That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 693A of the 2006 Act, to purchase Ordinary Shares for the purposes of or pursuant to an employees' share scheme provided that the maximum aggregate number of Ordinary Shares that may be purchased is 4,829,665; the minimum and maximum price, excluding expenses, which may be paid for each Ordinary Share shall be £6 91; and the authority shall expire 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

Special Resolution 1

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 £696,000, 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 2015 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 6 (tabled and approved at the AGM) conferring authority under section 551 of the 2006 Act



Martin McIntyre
Company Secretary
7th May 2014