

COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
of
GOCO GROUP PLC
PASSED ON 27 MAY 2020

At the Annual General Meeting of GoCo Group plc (the "Company") held at 2 Sheraton Street, London, W1F 8BH on Wednesday 27 May 2020, in addition to resolutions in respect of ordinary business, the following resolutions were duly passed:

ORDINARY RESOLUTIONS

Authority to allot shares

17. That the Directors be generally and unconditionally authorised, in substitution for all subsisting authorities, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company:
- a) up to an aggregate nominal amount of £27,980.27 (such amount to be reduced by the nominal amount of any shares in the Company allotted or rights to subscribe for or convert any security into shares in the Company granted under sub-paragraph (b) below in excess of such sum); and
 - b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £55,960.54 (such amount to be reduced by any allotments of any shares in the Company or grants of rights to subscribe for or to convert any security into shares in the Company made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - i) to holders of shares in the Company in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise considers necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which it considers necessary, expedient or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of the next year's annual general meeting (or, if earlier, until the close of business on 31 July 2021) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in the Company under any such offer or agreement as if the authority has not ended.



SPECIAL RESOLUTIONS

Authority to Disapply Pre-emption Rights

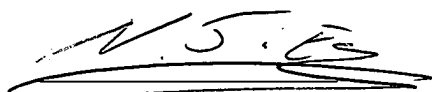
18. That, subject to the passing of Resolution 16, the Directors be generally empowered to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of £0.0002 each in the capital of the Company) for cash under the authority given by Resolution 17 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:
- a) the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 17, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
 - b) in the case of the authority granted under paragraph (a) of Resolution 18 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £4,197.04, and provided that this power shall expire at the end of next year's annual general meeting (or, if earlier, until the close of business on 31 July 2021), save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Additional Authority to Disapply Pre-emption Rights for Purposes of Acquisitions or Capital Investments

19. That, subject to the passing of Resolution 17, and in addition to any authority granted under Resolution 18 to allot equity securities, the Directors be generally empowered to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of £0.0002 each in the capital of the Company) for cash under the authority granted under paragraph (a) of Resolution 17 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:
- a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £4,197.04; and
 - b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice, and provided that this power shall expire at the end of next year's annual general meeting (or, if earlier, until the close of business on 31 July 2021), save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Call of general meeting on 14 days' notice

20. That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.



Nick Edwards
General Counsel and Company Secretary
27 May 2020