

Company number: 07078823

THE COMPANIES ACT 2006

ORDINARY/SPECIAL RESOLUTIONS

of

FDM GROUP (HOLDINGS) PLC

Passed on 16 JUNE 2014

SATURDAY



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28/06/2014

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COMPANIES HOUSE

At the general meeting of the Company, duly convened and held at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW the following resolutions were duly passed by the Company as ordinary and or special resolutions as indicated

SPECIAL RESOLUTIONS

- 1 THAT, immediately prior to admission of the entire issued and to be issued share capital of the Company to the premium segment of the official list maintained by the Financial Conduct Authority and to trading on the main market for listed securities of the London Stock Exchange plc ("**Admission**") becoming effective by 8 00 a m on 20 June 2014 (or such other time as the directors of the Company may determine)
 - (a) any provision of the Company's articles of association as to the amount of authorised share capital, as altered by virtue of any shareholder resolution, be revoked with the intent that it be removed and deleted from the articles of association,
 - (b) the directors be authorised to capitalise up to a maximum sum not exceeding
 - (i) £53,000 standing to the credit of the Company's share premium account, and
 - (ii) £27,908 40 standing to the credit of the Company's profit and loss account,and to apply such sums in paying up in full 809,084,009,079 exit shares of £0 0000001 each in the capital of the Company (the "**New Exit Shares**"), each having the rights and being subject to the restrictions applicable to the 8,090,921 existing exit shares of £0 0000001 each in the capital of the Company (the "**Existing Exit Shares**") set out in the articles of association of the Company and are hereby authorised pursuant to section 551 of the Act to allot and issue the New Exit Shares credited as fully paid up, up to a maximum nominal amount of £80,908 40, to the holders of the Existing Exit Shares on the basis of 99,999 New Exit Shares for each Existing Exit Share held,
 - (c) the 809,084,009,079 New Exit Shares and 8,090,921 Existing Exit Shares in issue be consolidated into 8,090,921 exit shares of £0 01 each in the capital of the Company (the "**Consolidated Exit Shares**"), such Consolidated Exit Shares to be held by the holders of the Existing Exit Shares pro-rata to their holdings of Existing Exit Shares and New Exit Shares;

- (d) the following shares, in each case, held as set out in the schedule of relevant holders of each class of share as appended to this resolution, be reclassified as deferred shares of £0.01 each in the capital of the Company (the "**Deferred Shares**"), having the rights and being subject to the restrictions set out in the articles of association of the Company to be adopted pursuant to resolution 1(f) below.
- (i) 1,722,591 A ordinary shares of £0.01 each in the capital of the Company (the "**A Ordinary Shares**"),
 - (ii) 996,403 B ordinary shares of £0.01 each in the capital of the Company (the "**B Ordinary Shares**");
 - (iii) 57,061 C ordinary shares of £0.01 each in the capital of the Company (the "**C Ordinary Shares**"), and
 - (iv) 1,839,520 D ordinary shares of £0.01 each in the capital of the Company (the "**D Ordinary Shares**"), and
 - (v) 584,817 Consolidated Exit Shares
- (e) the following shares be converted and re-classified into ordinary shares of £0.01 each in the capital of the Company having the rights set out in the New Articles, as adopted pursuant to resolution 1(f) below
- (i) the remaining A Ordinary Shares (following the reclassification pursuant to resolution 1(b)),
 - (ii) the remaining B Ordinary Shares (following the reclassification pursuant to resolution 1(b)),
 - (iii) the remaining C Ordinary Shares (following the reclassification pursuant to resolution 1(b));
 - (iv) the remaining D Ordinary Shares (following the reclassification pursuant to resolution 1(b)), and
 - (v) the remaining Consolidated Exit Shares, and
- (f) the articles of association contained in the document attached to these resolutions and initialled be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association (the "**New Articles**"),

ORDINARY RESOLUTIONS

- 2 THAT, conditional upon the passing of resolution 1 above, the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of £27,874.57 on such terms and conditions as the directors may determine, pursuant to a placing of shares in the Company carried out in connection with the Company's proposed application for admission of the entire issued and to be issued share capital of the Company to the premium listing segment of the Official List of the UK Listing Authority and to trading on the main market of the London Stock Exchange. This authority shall expire on 31 July

2014 save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the board may allot shares in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired

3 THAT, conditional upon the passing of resolution 1 above, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to

- (a) allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £358,391 68, and
- (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £716,783 37 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this resolution 3) in connection with an offer by way of a rights issue or other pre-emptive offering to
 - (i) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, and
 - (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,

and so that the directors of the Company 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. Such authorities shall expire at the end of the next annual general meeting of the Company or, if earlier, 15 months after the date of this resolution, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power and authority conferred by this resolution had not expired;

SPECIAL RESOLUTIONS

4. THAT, conditional upon the passing of resolution 2 above, the directors be generally and unconditionally empowered pursuant to section 570 of Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority given by resolution 2, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall expire on 31 July 2014 save that the Company may before such expiry make any offer or enter into any agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired,

5. THAT, conditional upon the passing of resolution 3, the directors be generally and unconditionally empowered for the purposes of section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash

- (a) pursuant to the authority conferred by resolution 3, or

- (b) where the allotment constitutes an allotment within the meaning of section 560 of the Act,

in each case as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to

- (i) the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 3, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to
 - (A) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, and
 - (B) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which it considers 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

- (ii) the grant of options to subscribe for shares in the Company, and the allotment of such shares pursuant to the exercise of options granted under the terms of any share option scheme adopted or operated by the Company, and
- (iii) the allotment of equity securities, other than pursuant to paragraphs (i) and (ii) above of this resolution, up to an aggregate nominal amount of £53,758 75.

This power shall expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution or, if earlier, on the date 15 months after the passing of such resolution, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired

- 6 THAT the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") in such manner and on such terms as the directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that

- (a) the maximum number of Ordinary Shares which may be purchased is 16,127,625;
- (b) the minimum purchase price which may be paid for any Ordinary Share is £0.01 (exclusive of expenses),
- (c) the maximum purchase price which may be paid for any Ordinary Share shall not be more than the higher of (in each case exclusive of expenses)

- (i) 5% above the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and
- (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid as derived from the trading venue on which the purchase is carried out, and

this authority shall take effect on the date of passing of this resolution and shall (unless previously revoked, renewed or varied) expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 15 months after the date of passing of this resolution, save in relation to purchases of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry.

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Director

PRESENTED BY
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