

Company number: 07078823

SATURDAY



THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES

ORDINARY/SPECIAL RESOLUTIONS

of

FDM GROUP (HOLDINGS) PLC

Passed on 27 April 2017

At the 2017 annual general meeting of the Company, duly convened and held at the offices of Taylor Wessing LLP, 5 New Street Square, London, EC4A 3TW the following resolutions were duly passed by the Company as ordinary or special resolutions as indicated:

ORDINARY RESOLUTIONS

- 1 To receive the Company's Annual Report and Accounts for the year ended 31 December 2016 together with the reports of the directors and auditors.
- 2 To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2016 as set out on pages 66 to 80 of the Annual Report 2016.
- 3 To declare a final ordinary dividend for the year ended 31 December 2016 of 10.3 pence for each ordinary share in the capital of the Company.
- 4 To re-elect Ivan Martin as a director of the Company.
- 5 To re-elect Andrew Brown as a director of the Company.
- 6 To re-elect Sheila Flavell as a director of the Company.
- 7 To re-elect Michael McLaren as a director of the Company.
- 8 To re-appoint PricewaterhouseCoopers LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company.
- 9 To authorise the directors to agree the remuneration of the auditors.
- 10 That,
 - (a) in accordance with section 551 of the Companies Act 2006 ("CA 2006"), the directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution) up to an aggregate nominal amount of £358,391 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at 23:59 on 31 May 2018 or, if earlier, the date of the next Annual General Meeting of the Company save that the Company may, before such

expiry, make offers or agreements which would or might require Relevant Securities to be allotted or rights to subscribe for or convert any Relevant Security into shares to be granted after it expires and the directors may allot Relevant Securities or grant rights to subscribe for or convert any Relevant Security into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired;

and further,

- (b) that, in accordance with section 551 of the CA 2006 and in addition to the authority granted pursuant to clause 10(a) of this resolution, the directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £358,391 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at 23:59 on 31 May 2018 or, if earlier, the date of the next Annual General Meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted or rights to subscribe for or convert any Relevant Security into shares to be granted after it expires and the directors may allot Relevant Securities or grant rights to subscribe for or convert any Relevant Security into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

These authorities shall apply in substitution for all previous authorities (but without prejudice to the validity of any allotment pursuant to such previous authority).

SPECIAL RESOLUTIONS

- 11 That subject to the passing of resolution 10, the directors be authorised to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:
- (a) the allotment of equity securities in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, 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 of equity securities or sale of treasury shares (otherwise than pursuant to clause 11(a) of this resolution) to any person up to an aggregate nominal amount of £53,758.

The authority granted by this resolution will expire at the conclusion of the Company's next Annual General Meeting after the passing of this resolution or, if earlier, at 23:59 on 31 May 2018, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities or sell treasury shares as if section 561 of the CA

2006 did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

- 12 That subject to the passing of resolutions 10 and 11, the directors be authorised, in addition to the authority granted pursuant to resolution 11, to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares to any person up to an aggregate nominal amount of £53,758; 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 Board of the Company determines to be an acquisition or another 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.

The authority granted by this resolution will expire at the conclusion of the Company's next Annual General Meeting after the passing of this resolution or, if earlier, at 23:59 on 31 May 2018, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

- 13 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.



Director

PRESENTED BY:

Taylor Wessing LLP
5 New Street Square
London EC4A 3TW
Ref: RZH/JHH