

Worldpay Group plc
Company Number 08762327

**SPECIAL RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD ON TUESDAY 10
MAY 2016**

Worldpay Group plc confirms that the special resolutions listed below were duly passed at the Annual General Meeting of Worldpay Group plc, held at the offices of Allen & Overy LLP, 1 Bishops Square, London E1 6AD, on Tuesday 10 May 2016 at 14 00


Disapplication of pre-emption rights

17 THAT

- (a) in accordance with article 9 of the Company's articles of association, the Directors be given power to allot equity securities for cash,
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in article 9(b)(ii) of the Company's articles of association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £6,000,000 00,
- (c) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2017, and
- (d) all previous unutilised authorities under sections 570 and 573 of the Companies Act 2006 shall cease to have effect

Notice period for general meetings

18 THAT a general meeting (other than an AGM) may be called on not less than 14 clear days' notice



Derek Woodward
Group Company Secretary
12 May 2016

