

HASTINGS GROUP HOLDINGS PLC

Company number: 09635183

Members' resolutions passed at the Annual General Meeting on 25 May 2017

Ordinary Resolution

Resolution 1

THAT in substitution for all previous authorities, the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the 'Act') to:

(i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:

(A) up to an aggregate nominal amount of £4,381,450.94; and

(B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £8,762,901.88 (including within such limit any shares issued or rights granted under paragraph (A) above) in connection with an offer by way of a rights issue:

(I) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and

(II) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities; 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;

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 25 August 2018); and

(ii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;

(a) THAT, subject to paragraph (b), all existing authorities given to the Directors pursuant to section 80 of the Companies Act 1985 or section 551 of the Act be revoked by this ordinary resolution; and

(b) That paragraph (a) shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

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Special resolutions

Resolution 2

THAT, subject to the passing of Resolution 1 and in substitution of all existing authorities, the Directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560(1) of the Act) wholly for cash, pursuant to the authority conferred by Resolution 18, as if section 561(1) did not apply to any such allotment, provided that this power shall:

(a) expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 25 August 2018), but in each case the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

(b) be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 1(i)(B), by way of a rights issue only):

(i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to people who hold other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

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

(c) in the case of the authority granted under Resolution 1(i)(A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) up to an aggregate nominal amount of £657,217.64.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 18' were omitted.

Resolution 3 THAT, subject to the passing of Resolution 1 and in addition to any power given pursuant to Resolution 2, the Directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560(1) of the Act) wholly for cash pursuant to the authority conferred by Resolution 1 as if section 561(1) did not apply to any such allotment, provided that this power shall:

(a) expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 25 August 2018), but

in each case, the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

(b) in the case of the authority granted under Resolution 1(i)(A) be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £657,217.64 and provided that the allotment is for the purpose of financing (or refinancing, if the power is 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.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 1' were omitted.

Resolution 4 THAT the Company be generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693(4) of the Act) of *ordinary shares of 2 pence each in the capital of the Company ('Ordinary Shares')* provided that:

(i) the maximum number of Ordinary Shares hereby authorised to be purchased is 65,721,764;

(ii) the minimum price (exclusive of expenses) which may be paid for such Ordinary Shares is 2 pence per Ordinary Share, being the nominal amount thereof;

(iii) the maximum price (exclusive of expenses) which may be paid for such Ordinary Shares shall be an amount equal to the higher of:

(a) 105% of the average of the middle market quotations for an Ordinary Share derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and

(b) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System (SETS);

(iv) the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the next AGM or 25 November 2018 (whichever is the earlier), save that the Company may before such expiry make a contract or agreement to make a market purchase of its own Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority and the Directors may purchase such Ordinary Shares as if the authority conferred hereby had not expired.

Resolution 5 THAT a general meeting of the Company other than an AGM may be called on not less than 14 clear days' notice.