

THE COMPANIES ACT 2006

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PUBLIC LIMITED COMPANY

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SPECIAL RESOLUTION OF HELICAL BAR PLC  
(**"the Company"**)

**Passed on 24 July 2015**

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At the Annual General Meeting of the Company, duly convened and held at The Connaught Hotel, Carlos Place, Mayfair, London W1K 2AL on 24 July 2015 at 11:30 a.m. the following special resolution was passed:

IT WAS RESOLVED THAT the directors be authorised in accordance with sections 570(1) and 573 of the Companies Act (the "**Act**"), to:

- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution; and
- (b) sell ordinary shares (as defined in section 560(1) of the Act) 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 the allotment of equity securities for cash and the sale of treasury shares:

- (i) in connection with or pursuant to an offer of invitation to acquire equity securities (but in the case of the authorisation granted under resolution 16(b), by way of a rights issue only) in favour of ordinary shareholders in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal regulatory or practical difficulties arising under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- (ii) in the case of the authorisation granted under resolution 16(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to sub-paragraph (i) above, up to an aggregate maximum nominal amount of £59,091.90;

and this power shall expire at the conclusion of the next annual general meeting (or if earlier, on 30 September 2016), save that the Company may before the expiry of such power make an offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired.

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JAMES MOSS - COMPANY SECRETARY  
28 JULY 2015