

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 Company be authorised generally and unconditionally, for the purpose of section 701 of the Companies Act (the "**Act**"), to make one or more market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares of 1 pence each in the capital of the Company on such terms and in such manner as the directors may from time to time determine and, where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 11,806,562;
- (b) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, as stipulated by article 5(1) of the EU Buyback and Stabilisation Regulation 2003 (No. 2273/2003);
- (c) the minimum price which shall be paid for an ordinary share is 1 pence (exclusive of expenses, if any);
- (d) unless previously renewed, revoked or varied, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or on 30 September 2016, whichever is the earlier; and

- (e) the Company may, before this authority expires, make a contract to purchase the ordinary shares that would or might be executed wholly or partly after the expiry of such authority and may make purchases of ordinary shares in pursuance of any such contract as if this authority had not expired.

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JAMES MOSS - COMPANY SECRETARY

28 JULY 2015