

BLOOMSBURY PUBLISHING PLC

Annual General Meeting – Special Business resolutions

22 July 2014

Special Business

Pursuant to Listing Rule LR 9.6.2, the following are the resolutions passed at the AGM on 22 July 2014 other than resolutions concerning ordinary business. Resolutions 12, 16, 17 and 18 were passed as ordinary resolutions and resolutions 13, 14 and 15 were passed as special resolutions.

12. THAT:

- (a) the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (“the Act”) to exercise all the powers of the Company to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company to such persons and on such terms as they think proper up to a maximum aggregate nominal amount of £307,686 provided that:
 - (i) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, 15 months from the date of passing of this resolution, unless previously varied, revoked or renewed by the Company in general meeting; and
 - (ii) the Company shall be entitled to make, before the expiry of such authority, any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares in the Company to be granted after the expiry of such authority and the Directors may allot any shares pursuant to such offer or agreement as if such authority had not expired; and
- (b) all prior authorities to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company given to the Directors by resolution of the Company be revoked but without prejudice to the allotment of any shares already made or to be made pursuant to such authorities.

13. THAT, subject to the passing of resolution 12 referred to in the notice of the Annual General Meeting (“the Notice”) at which this resolution is being proposed:

- (a) the Directors be granted power pursuant to section 570 and section 571 of the Companies Act 2006 (“the Act”) to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred on them by resolution 12 in the Notice as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:
 - (i) in connection with a rights issue, open offer or other pre-emptive offer in favour of holders of Ordinary Shares in the Company (“Ordinary Shares”) where the equity securities respectively attributable to the interests of all such holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of and/or rights attaching to Ordinary Shares held by them, subject to such exceptions, exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any regulatory body or any stock exchange or otherwise in any territory;
 - (ii) pursuant to the terms of the Company’s existing employees’ share or share option schemes or any other employees’ share scheme approved by the members of the Company in general meeting;

(iii) (other than pursuant to paragraphs (i) or (ii) above) up to a nominal value not exceeding in aggregate £46,152;

and shall expire at the conclusion of the next Annual General Meeting of the Company after passing this resolution or, if earlier, 15 months from the date of passing of this resolution, unless previously varied, revoked or renewed by the Company in general meeting, and provided that the Company may, before such expiry, make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the power hereby conferred had not expired; and

(b) all prior powers granted under section 571 of the Act be revoked provided that such revocation shall not have retrospective effect.

14. THAT the Company is authorised, pursuant to section 701 of the Companies Act 2006 ("the Act"), to make market purchases (as defined in section 693 (4) of the Act) of any of its Ordinary Shares of 1.25p each ("Ordinary Shares") in such manner and on such terms as the Directors may from time to time determine provided that:-

- (a) the maximum number of Ordinary Shares authorised to be purchased is 7,384,472 shares being approximately 10% of the issued Ordinary Shares of the Company;
- (b) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is an amount equal to 105 per cent of the average of the middle market quotations for an Ordinary Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such share is contracted to be purchased and the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 1.25 pence;
- (c) the authority hereby conferred shall, unless previously varied, revoked or renewed, expire at the conclusion of the next Annual General Meeting of the Company to be held after passing this resolution or 15 months from the date of passing of this resolution, whichever shall be the earlier; and
- (d) the Company shall be entitled under such authority to make at any time before its expiry or termination any contract to purchase its own shares which will or might be concluded wholly or partly after the expiry or termination of such authority and may purchase its own shares pursuant to such contract.

15. THAT a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

16. THAT the rules of the Bloomsbury Publishing Plc 2014 Performance Share Plan (the "2014 PSP") produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:

- (a) make such modifications to the 2014 PSP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the 2014 PSP and to adopt the 2014 PSP as so modified and to do all such other acts and things as they may consider appropriate to implement the 2014 PSP; and
- (b) establish further plans based on the 2014 PSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the 2014 PSP.

17. THAT the rules of the Bloomsbury Publishing Plc 2014 Company Share Option Plan (the “2014 CSOP”) produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:
- (a) make such modifications to the 2014 CSOP as they may consider appropriate to take account of the requirements of HMRC and best practice, and for the implementation of the 2014 CSOP and to adopt the 2014 CSOP as so modified and to do all such other acts and things as they may consider appropriate to implement the 2014 CSOP; and
 - (b) establish further plans based on the 2014 CSOP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the 2014 CSOP.
18. THAT the proposed updated form of the rules of the Bloomsbury Sharesave Plan 2005 produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved to become the Bloomsbury Publishing Plc 2014 Sharesave Plan (the “2014 Sharesave”) and the Directors be authorised to:
- (a) make such modifications to the 2014 Sharesave as they may consider appropriate to take account of the requirements of HMRC and best practice, and for the implementation of the 2014 Sharesave and to adopt the 2014 Sharesave as so modified and to do all such other acts and things as they may consider appropriate to implement the 2014 Sharesave; and
 - (b) establish further plans based on the 2014 Sharesave but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the 2014 Sharesave.