

Extract of Notice of the Annual General Meeting 2017

Bloomsbury Publishing Plc

RESOLUTIONS PASSED

All the resolutions put to the Annual General Meeting of the Company held on 18 July 2017 were passed. The resolutions passed are below.

Ordinary Business

The following resolutions were passed as ordinary resolutions and as ordinary business:

1. To receive the audited accounts of the Company for the year ended 28 February 2017, together with the Report of the Directors and the report of the Auditor thereon.
2. To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Directors' Remuneration for the year ended 28 February 2017, as set out on pages 50 to 51 and 58 to 67 respectively of the Company's Annual Report and Accounts for the year ended 28 February 2017.
3. To approve the Directors' Remuneration Policy Report as set out on pages 52 to 57 of the Company's Annual Report and Accounts for the year ended 28 February 2017.
4. To declare a final dividend of 5.60p per Ordinary share.
5. To re-elect John Warren as a Director of the Company.
6. To re-elect Jill Jones as a Director of the Company.
7. To re-elect Steven Hall as a Director of the Company.
8. To re-elect Nigel Newton as a Director of the Company.
9. To re-elect Richard Charkin as a Director of the Company.
10. To re-elect Wendy Pallot as a Director of the Company.
11. To re-elect Jonathan Glasspool as a Director of the Company.
12. To reappoint KPMG LLP as Auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which financial statements for the Company are laid before the Company.
13. To authorise the Directors to determine the remuneration of the Auditor on behalf of the Company.

Special Business

The following resolutions were passed other than as ordinary business. Resolution 14 was passed as an ordinary resolution and resolutions 15, 16 and 17 were passed as special resolutions.

14. THAT:

- a) the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 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 £313,838 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.

15. THAT, if resolution 14 is passed, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006 ("the Act")) for cash under the authority given by that resolution and/or to sell ordinary shares 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 such authority to be limited:

- i) to the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive offer in favour of holders of Ordinary shares in the Company 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) to the allotment of equity securities 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; and

iii) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) and (ii) above) up to a nominal value not exceeding in aggregate £47,080;

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 or ordinary shares held by the Company as treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power hereby conferred had not expired; and all prior powers granted under section 571 of the Act be revoked provided that such revocation shall not have retrospective effect.

16. THAT, if resolution 14 is passed, the Directors be authorised, in addition to any authority granted under resolution 15, to allot equity securities (as defined in the Companies Act 2006 ("the Act") for cash under the authority given by resolution 14 and/or to sell ordinary shares 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, such further authority to be:

- limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £47,080; and
- used only for the purposes of financing (or refinancing, if the authority is to be 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 the notice of this resolution;

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 or ordinary shares held by the Company as treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power hereby conferred had not expired; and all prior powers granted under section 571 of the Act be revoked provided that such revocation shall not have retrospective effect.

17. THAT the Company be 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:

- the maximum number of Ordinary shares authorised to be purchased is 7,532,857 Ordinary shares being 10% of the issued Ordinary shares of the Company at the date of the notice of this resolution;
- 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;
- 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
- 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.

By order of the Board

Michael Daykin
Group Company Secretary
Bloomsbury Publishing Plc
18 May 2017

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