

Company Number 3300821

**The Companies Acts 2006
Public Company Limited by Shares**

SOCO INTERNATIONAL PLC

At the Annual General Meeting of the Company held at The Bulgari Hotel, 171 Knightsbridge, London SW7 1DW at 10.00 am on 10 June 2015, the following one ordinary and four special resolutions were passed.

18. Contract to Buy Back Deferred Shares

That the terms of the proposed contract (a draft of which has been produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification only, and having been on display at the registered office of the Company and at the meeting in accordance with section 696 of the Companies Act 2006 ("the Act")) between the Company and all the holders of deferred shares of 0.0000001 pence in the capital of the Company ("the deferred shares"), which will be executed by a Director or officer of the Company on behalf of such holders in accordance with Article 158.7(a) of the Articles of Association of the Company, pursuant to which the Company will purchase all of the deferred shares in issue, be and are hereby approved and authorised for the purpose of section 694 of the Act and otherwise, but so that such approval shall expire on 31 December 2016, and the Directors be authorised to do all such things as they may deem necessary to complete such contract and carry it into effect.

19. Directors' Power to Allot Equity Securities

That, in substitution for all existing powers, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:

- (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £5,532,577 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (b) below in excess of £5,532,577);
- (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £11,065,155 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (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 consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any

territory or any other matter whatsoever;

such authorities to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 June 2016), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

20. Disapplication of Pre-emption Rights

That, in substitution for all existing powers and subject to the passing of the previous resolution, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 ("the Act") to:

- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority 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 or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 19(b), by way of a rights issue only) in favour of holders of ordinary shares 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 consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever;
 - (ii) in the case of the authorisation granted under Resolution 19(a) above (or in the case of any sale of treasury shares for cash), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £852,692; and

such powers to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 June 2016), save that the Company may before such expiry make any offer or agreement that 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 any such offer or agreement as if the power conferred hereby had not expired.

21. Authority for the Company to Buy Back Shares

That, in substitution for all existing powers, the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act

2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares 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 which may be purchased is 34,107,691 ordinary shares of £0.05 each;
- (b) the minimum price that may be paid for each ordinary share is the nominal amount of such share which amount shall be exclusive of expenses, if any;
- (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to 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 for the five business days immediately preceding the day on which such share is contracted to be purchased;
- (d) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired; and
- (e) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 30 June 2016.

22. Authority to Call a General Meeting on 14 Days' Notice

That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.



Director