

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 9 June 2016, the following one ordinary and three special resolutions were passed.

16. Directors' Power to Allot Equity Securities

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

- (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); and
- (b) comprising equity securities (as defined in section 560(1) 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 the nominal amount of any allotments or grants made under paragraph (a) above) in connection with or pursuant to an offer by way of a rights issue
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment; and
 - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose such exclusions or other arrangements as they 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 2017), 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 subscribe for or convert any security in shares to be granted, after such expiry, and the Directors may allot shares, or grant such 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.

17. Disapplication of Pre-emption Rights

That, in substitution for all existing powers and subject to the passing of resolution 16, the

Directors be generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 ("the Act") to (a) allot equity securities (as defined in section 560(1) of the Act) of the Company for cash pursuant to the authority conferred by resolution 16, and/or (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited:

- (a) to the allotment of equity securities for cash and the sale of treasury shares for cash 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 16(b), by way of a rights issue only):
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale; and
 - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

and so that the Directors may impose such exclusions or other arrangements as they 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; and

- (b) to the allotment of equity securities pursuant to the authority granted under resolution 16(a) above or in the case of any sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution), up to an aggregate nominal amount of £ 1,659,773,

such power to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, on 30 June 2017), 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.

18. 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 its ordinary shares 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 33,195,464 ordinary shares of £0.05 each (representing 10% of the Company's issued ordinary share capital excluding treasury shares);
- (b) the minimum price that may be paid for each ordinary share is the nominal amount of such share, and the maximum price that may be paid for each ordinary share is the highest of:

- (i) an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share 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; and
- (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, (in each case, exclusive of expenses);
- (c) this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 30 June 2017; and
- (d) the Company may, before this authority expires, make a contract to purchase ordinary shares that will or may be executed or completed 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.

19. 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