

**Companies Act 2006  
Company limited by shares**

**Special Resolutions of the ITE Group Plc (the 'Company')**

At the Annual General Meeting of the Company held on 28 January 2016, the following resolutions were duly passed, as to Resolutions 12 and 13 as ordinary resolutions and as to Resolutions 14, 15, 16 and 17 as special resolutions:

Ordinary Resolutions

12. THAT:

(a) the Directors be and they are hereby generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights"):

- (i) up to an aggregate nominal amount of £856,578; and
- (ii) comprising equity securities (as defined in section 560 of the Companies Act 2006), up to an aggregate nominal amount of £1,713,157 (including within such limit any relevant securities issued under (i) above) in connection with an offer by way of a rights issue to:
  - (x) ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
  - (y) holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary as permitted by the rights of those securities,

but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter;

(b) such authorities shall expire (unless previously revoked by the Company) on the earlier of 15 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company and in each case during this period the Company may make an offer or agreement which would or might require relevant securities to be allotted after the authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding that this authority has expired; and

(c) all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

13. THAT the Directors be and are hereby authorised, in accordance with Article 130 of the Company's Articles of Association, and to the extent and in the manner determined by the Directors, to offer the holders of ordinary shares in the capital of the Company (excluding members holding any shares as treasury shares), the right to elect to receive an allotment of new ordinary shares in the capital of the Company (credited as fully paid) instead of any cash, in respect of all or part of any dividend as may be declared by the Directors from time to time, provided that the authority conferred by this resolution shall expire at the end of the third Annual General Meeting of the Company after the date on which this resolution is passed.

Special Resolutions

14. THAT:

(a) subject to the passing of Resolution 12, the Directors be and they are hereby empowered under section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority conferred by Resolution 12 as if section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited to:

(i) the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (a)(ii) of Resolution 12, by way of a rights issue only) to:

- (x) ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
- (y) holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary as permitted by the rights of those securities,

but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

(ii) in the case of the authority granted under paragraph (a)(i) of Resolution 12, the allotment of equity securities (otherwise than under paragraph (i) of this Resolution) up to an aggregate nominal amount of £128,486;

(b) this power shall cease to have effect when the authority given by Resolution 12 is revoked or expires but during this period the Company may make an offer or agreement which would or might require equity securities to be allotted after this authority expires and the Directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the authority has expired; and

(c) this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2)(b) of the Companies Act 2006 as if the words "under the authority conferred by Resolution 12" were omitted from the introductory wording to this resolution.

15. THAT:

(a) subject to the passing of Resolution 12, and in addition to the authority conferred by Resolution 14, the Directors be and they are hereby empowered under section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority conferred by Resolution 12 as if section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited to, in the case of the authority granted under paragraph (a)(i) of Resolution 12, the allotment of equity securities up to an aggregate nominal amount of £128,486;

(b) this power shall cease to have effect when the authority given by Resolution 12 is revoked or expires but during this period the Company may make an offer or agreement which would or might require equity securities to be allotted after this authority expires and the Directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the authority has expired; and

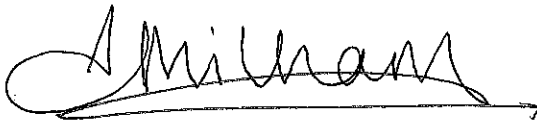
(c) this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2)(b) of the Companies Act 2006 as if the words "under the authority conferred by Resolution 12" were omitted from the introductory wording to this resolution.

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16. THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 1p each in the capital of the Company upon such terms and in such manner as the Directors of the Company shall determine, provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 25,697,363;
- (b) the minimum price which may be paid for such ordinary shares is 1p per share (exclusive of expenses);
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share cannot be more than an amount equal to the higher of:
  - (i) an amount equal to 105% of the average of the closing middle market price for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day the purchase is made; and
  - (ii) the price stipulated by Article 5(1) of Commission Regulation (EC) No 2273/2003 (the Buy-back and Stabilisation Regulation);
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or 15 months from the date of the passing of this resolution, whichever is the earlier; and
- (e) the Company may make a contract or contracts to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

17. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.



Anneka Milham  
Company Secretary  
ITE Group Plc