

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

ROBERT WALTERS PLC

(the "Company")

Passed 23 May 2014

At the annual general meeting of the company, duly convened and held at 10.30 a.m. on 23 May 2014 at 11 Slingsby Place, St. Martin's Courtyard, London WC2E 9AB, the following resolutions were duly passed, as to resolution 1 as an ordinary resolution and as to resolutions 2 to 4 as special resolutions:

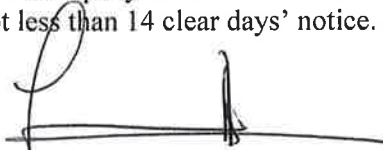
1. That the Directors of the Company (the "**Directors**") be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all powers of the Company to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate maximum nominal amount of £5,135,789 provided that this authority shall expire (unless renewed, varied or revoked by the Company in general meeting) on the earlier of the conclusion of the next Annual General Meeting of the Company to be held in 2015 and 30 June 2015 save that the Company shall be entitled to make, prior to 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 to be granted after the expiry of such authority and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall replace all existing authorities to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company previously granted to the Directors pursuant to section 551 of the Companies Act 2006 (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).
2. That the Directors be and are hereby generally and unconditionally empowered pursuant to section 571(1) of the Companies Act 2006 (a) subject to the passing of resolution 1 above, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 1; and (b) to allot equity securities as defined in section 560(3) of the Companies Act 2006 by way of a sale of treasury shares for cash, in either case as if section 561 of the Companies Act 2006 did not apply to such allotment, provided that this power shall be limited to:

- 2.1. The allotment of equity securities in connection with an offer or issue of equity securities to or in favour of: (a) holders of shares in proportion (as nearly as may be practicable) to their existing holdings; and (b) 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 or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates, shares represented by depository receipts, legal or practical problems arising under the laws of any territory or the requirements of any relevant regulatory body or any stock exchange or any other matter; and
- 2.2. The allotment (otherwise than pursuant to paragraph 2.1 above) of equity securities pursuant to the authority granted under resolution 1 and/or by virtue of section 560(3) of the Companies Act 2006, up to an aggregate maximum nominal amount of £859,597

This power shall (unless renewed, varied or revoked by the Company in general meeting) expire on the earlier of the conclusion of the next Annual General Meeting of the Company to be held in 2015 and 30 June 2015 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired. All previous unutilised authorities conferred under section 571 of the Companies Act 2006 shall cease to have effect and shall be and are hereby revoked provided that such revocation shall not have retrospective effect.

3. That the Company be and is hereby authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 20p each in the capital of the Company (“**ordinary shares**”), on such terms and in such manner as the Directors may from time to time determine, provided that:
 - 3.1 The maximum number of ordinary shares hereby authorised to be purchased is 7,703,683, being such number of ordinary shares as represents 10 per cent of the current issued ordinary share capital of the Company (excluding treasury shares);
 - 3.2 The minimum price (exclusive of any expenses) which may be paid for any ordinary share shall be not less than 20p, being the nominal value of each ordinary share;
 - 3.3 The maximum price (exclusive of any expenses) which may be paid for any ordinary share shall be not more than the higher of:
 - 3.3.1 105 per cent of the average of the market value for an ordinary share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased; and
 - 3.3.2 An amount equal to the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
 - 3.4 Unless previously renewed, varied or revoked, this authority shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company to be held in 2015 and 30 June 2015; and

- 3.5 The Company may make a contract to purchase ordinary shares under this authority before its expiry which will or may be executed wholly or partly thereafter and may make a purchase of ordinary shares in pursuance of any such contract as if such authority had not expired.
4. That a general meeting of the Company other than an Annual General Meeting of the Company may be called on not less than 14 clear days' notice.



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CHAIRMAN