

## **VOLUTION GROUP PLC**

**Company No: 9041571**

### **Special Business Resolutions passed at Annual General Meeting (“AGM”)**

The following resolutions, numbered according to the published Notice of AGM, were duly passed by shareholders at the AGM of Volution Group plc (“the Company”) held on 17 December 2014 at 11.00am at The Lincoln Centre, 18 Lincoln’s Inn Fields, London WC2A 3ED:

#### **Ordinary Resolutions**

##### Political donations

13. That, the Company and all the companies that are the Company’s subsidiaries at any time during the period for which this resolution has effect be authorised to:

- (a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total, during the period beginning with the date of the Annual General Meeting 2014 and ending at the conclusion of the day on which the Annual General Meeting 2015 is held. For the purposes of this resolution, the terms “political donations”, “political parties”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings set out in Sections 363 to 365 of the Companies Act 2006.

##### Authority to allot ordinary shares

14. That, 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 in the Company or to grant rights to subscribe for, or to convert any securities 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 £666,666 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- (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 £1,333,333 (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 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,

these authorisations to expire at the conclusion of the next Annual General Meeting of the Company, (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 securities into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).

## **Special resolutions**

### Authority to dis-apply pre-emption rights

15. That, subject to the passing of resolution 14 set out in the Notice of Annual General Meeting of which this resolution forms part, 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 authorisation 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 14(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practical) 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; and

(ii) in the case of the authorisation granted under resolution 14(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £100,000;

and shall expire at the Company's next Annual General Meeting 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 such offer or agreement as if the power conferred hereby had not expired.

Notice period for general meetings, other than annual general meetings

16. That, a general meeting, other than an Annual General Meeting, may be called at not fewer than 14 clear days' notice.

**Michael Anscombe, Company Secretary**

**17 December 2014**