Company No. 01927640

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

RECORD PLC
(the "Company")

At the annual general meeting of the Company held at Morgan House, Madeira Walk, Windsor, Berkshire, SL4 1EP at 10 a.m. on 26 July 2018, the following resolutions were passed. Resolutions numbered 1 to 13 were passed as ordinary resolutions and resolutions numbered 14 to 16 were passed as special resolutions.

ORDINARY RESOLUTIONS

1. To receive and adopt the Annual Report and Accounts for the financial year ended 31 March 2018.

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy), set out on pages 56 to 70 of the Annual Report and Accounts for the financial year ended 31 March 2018.

3. That the final dividend recommended by the Directors of 1.15 pence per ordinary share for the financial year ended 31 March 2018 be declared payable on 1 August 2018 to all members whose names appear on the Company's register of members at 6.00 p.m. on 29 June 2018.

4. To re-elect Neil Record as a Director of the Company.

5. To re-elect Steve Cullen as a Director of the Company.

6. To re-elect Bob Noyen as a Director of the Company.

7. To elect Tim Edwards, who has been appointed as a Director since the last Annual General Meeting of the Company, as a Director of the Company.

8. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.

9. To authorise the Directors to determine the remuneration of the Auditor.

10. That the Company's Remuneration Committee be authorised to replace rule 2.5 of both Part One (Unapproved Options) and Part Two (Approved Options) of the Record Plc Share Scheme with the wording: "No Awards shall be made under the Plan after 26 July 2028, being the tenth anniversary of the date the Plan was amended by the Remuneration Committee with the approval of the Company's shareholders in general meeting."

11. That the Company's Remuneration Committee be authorised to amend the terms of the Record Plc Group Profit Share Scheme (in exercise of its power under rule 12) to replace the definition of Eligible Employee with the wording "Eligible Employee: any executive director or employee of a Group Company from time to time".

12. That the Company be and hereby is authorised to issue new shares pursuant to awards made under the Record Plc Group Profit Share Scheme, subject to the limits in rule 3.2 of the Record Plc Group Profit Share Scheme.

13. That the Directors be generally and unconditionally authorised pursuant to and 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 to convert any security into shares in the Company:

    a) up to a nominal amount of £16,587.86; and
    b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £16,587.86 in connection with an offer by way of a rights issue to:
        i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
        ii) 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 any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

    The authorities conferred on the Directors to allot securities under paragraphs (a) and (b) will expire at the conclusion of the annual general meeting of the Company to be held in 2019 or at close of business on 26 October 2019, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before these authorities expire, make an offer or enter into an agreement which would or might require such securities to be allotted after such expiry and the Directors may allot such securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

14. That, subject to the passing of Resolution 13, the Directors be given powers pursuant to sections 570 and 573 of the Companies Act 2006 (the "**Act**") to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 13 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) to (6) of section 562 of the Act did not apply to any such allotment, provided that such power be limited to:
    a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 13 above, by way of a rights issue only) to:
        i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
        ii) 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 any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

    b) the allotment of equity securities for cash (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £2,488.18.

These authorities will expire at the conclusion of the annual general meeting of the Company to be held in 2019 or at close of business on 26 October 2019, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before these authorities expire, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

15. That the Company be and is hereby unconditionally and generally authorised for the purpose of section 701 of the Companies Act 2006 (the "**Act**") to make market purchases (as defined in section 693 of the Act) of ordinary shares of 0.025 pence each in the capital of the Company on such terms and in such manner as the Directors may determine provided that:
    a) the maximum number of Ordinary shares which may be purchased is 19,905,432, being 10 per cent. of the Ordinary shares in issue as at 25 June 2018;
    b) the minimum price (exclusive of expenses) which may be paid for each Ordinary share is its nominal value;
    c) the maximum price (exclusive of expenses) which may be paid for an Ordinary share shall not be more than the higher of: (i) an amount equal to 105 per cent. of the average middle market quotations for an Ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the Ordinary share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary share and the highest current independent bid for an ordinary share as derived from the trading venue where the purchase is carried out;
    d) this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2019 or at close of business on 26 October 2019, whichever is sooner; and
    e) the Company may make a contract to purchase its own Ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own Ordinary shares in pursuance of any such contract.

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

Company Secretary