

**Vp plc**  
**Company Number 481833**  
**Print of Resolutions passed on 26 July 2016**

**TAKE NOTICE** that at the Annual General Meeting of Vp plc held at Rudding House, Rudding Park, Follifoot, Harrogate on Tuesday 26 July 2016 the following resolution was passed as special business.

**Special Resolution**

That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of Ordinary Shares provided that:

- (a) the maximum number of Ordinary Shares to be purchased is 4,015,425, being 10% of the issued share capital of the Company;
- (b) the minimum price which can be paid for Ordinary Shares is 5 pence per Ordinary Share exclusive of expenses;
- (c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
  - (i) 105 per cent of the average market value of an Ordinary Share for the five business days prior to the day the purchase is made; and
  - (ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
    - a. the last independent trade of; and
    - b. the highest current independent bid for;any number of the Company's Ordinary Shares on the trading venue where the purchase is carried out;
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 12 months from the passing of this resolution if earlier; and
- (e) the Company may make a contract to purchase Ordinary Shares under the 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.

  
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Chairman