

Company number: 07078823

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY/SPECIAL RESOLUTIONS
of
FDM GROUP (HOLDINGS) PLC

Passed on 30 April 2015

At the 2015 annual general meeting of the Company, duly convened and held at the offices of Taylor Wessing LLP, 5 New Street Square, London, EC4A 3TW the following resolutions were duly passed by the Company as ordinary and or special resolutions as indicated:

ORDINARY RESOLUTIONS

1. To receive the Company's Annual Report and Accounts for the year ended 31 December 2014 together with the reports of the directors and auditors.
2. To approve the Directors' Remuneration Policy as set out on pages 52 to 63 of the Annual Report 2014
3. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2014 as set out on pages 50 to 69 of the Annual Report 2014.
4. To re-elect Andrew Brown as director of the Company.
5. To re-elect Roderick Flavell as director of the Company.
6. To re-elect Sheila Flavell as director of the Company.
7. To re-elect Ivan Martin as director of the Company.
8. To re-elect Michael McLaren as director of the Company.
9. To re-elect Jonathan Brooks as a director of the Company, who was appointed by the board of directors of the Company since the date of the last AGM.
10. To re-elect Robin Taylor as a director of the Company, who was appointed by the board of directors of the Company since the date of the last AGM.
11. To re-elect Peter Whiting as a director of the Company, who was appointed by the board of directors of the Company since the date of the last AGM.
12. To re-appoint PricewaterhouseCoopers LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company

13. To authorise the directors to agree the remuneration of the auditors.
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:
- (a) allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £358,391; and
 - (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £716,782 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this resolution 6) in connection with an offer by way of a rights issue to:
 - (i) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
 - (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary,

and so that the Directors of the Company 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.

These authorities shall apply in substitution for all previous authorities (but without prejudice to the validity of any allotment pursuant to such previous authority) and shall expire at the end of the next annual general meeting of the Company or, if earlier, 15 months after the date of this resolution, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the Directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power and authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

15. That, subject to the passing of resolution 14 above, the Directors be generally and unconditionally empowered for the purposes of section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash:
- (a) pursuant to the authority conferred by resolution 14 above; or
 - (b) where the allotment constitutes an allotment by virtue of section 560(3) of the Act,
- in each case as if section 561 of the Act did not apply to any such allotment, provided that 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 an allotment pursuant to the authority granted under paragraph (b) of resolution 14,

such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to:

- (A) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
- (B) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary,

and so that the Directors of the Company may impose any limits or restrictions and make any arrangements which it considers 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

- (ii) the allotment of equity securities, other than pursuant to paragraph (i) above of this resolution, up to an aggregate nominal amount of £107,517.

This power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution or, if earlier, on the date 15 months after the passing of such resolution, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

16. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") in such manner and on such terms as the directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that:

- (i) the maximum number of Ordinary Shares which may be purchased is 16,127,625;
- (ii) the minimum purchase price which may be paid for any Ordinary Share is 1 pence (exclusive of expenses);
- (iii) the maximum purchase price which may be paid for any Ordinary Share shall not be more than the higher of (in each case exclusive of expenses):
 - (A) 5% above 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 purchase is made; and
 - (B) an amount equal to the higher of the price of the last independent trade and the highest current independent bid on

the London Stock Exchange at the time the purchase is carried out; and

this authority shall take effect on the date of passing of this resolution and shall (unless previously revoked, renewed or varied) expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 15 months after the date of passing of this resolution, save in relation to purchases of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry.

17. That, the terms of a share purchase agreement under which the Company would become entitled and obliged to purchase the deferred shares of £0.01 each in the capital of the Company from each of the holders of those shares at an aggregate price of £1.00, a copy of which has been made available for inspection, be approved for the purposes of section 694 of the Act and that the Company be authorised to enter into such agreement and to fulfil all its obligations under such agreement, provided that the authority will (unless previously renewed or revoked) expire on the earlier of the end of the next annual general meeting of the Company and the date which is 15 months after the date on which this resolution is passed.
18. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.



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Director

PRESENTED BY:

Taylor Wessing LLP
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Ref: RZH/JHH