

**The Companies Acts 1931 to 2004**  
**Isle of Man**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTIONS<sup>1</sup>**  
**of**  
**HANSARD GLOBAL plc**  
(the Company")

The following special resolutions<sup>1</sup> were passed at the Annual General Meeting of the Members of the Company, duly convened and held at Harbour Court, Lord Street, Douglas, Isle of Man IM99 1QL on 8 November 2017:

**SPECIAL RESOLUTIONS<sup>1</sup>**

**Ordinary Resolution 12 - The Hansard Global Sharesave Option Plan 2017**

**IT WAS RESOLVED** that the Rules of the Hansard Global Sharesave Option Plan 2017 (the "Plan") referred to in the Chairman's Letter dated 10<sup>th</sup> October 2017, the principal features of which are summarised in Appendix A and produced to the Annual General Meeting and (for the purposes of identification) initialled by the Chairman, be approved and the board of directors be authorised to:

- (a) do all such other acts and things as they may consider appropriate to implement the Plan; and
- (b) establish such further plans for the benefit of employees overseas based on the Plan, subject to such modifications as may be necessary or desirable to take account of overseas securities laws, exchange control and tax legislation, provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on individual participation, or overall participation in the Plan.

**Ordinary Resolution 13 - Authority for the Company to Purchase Its Own Shares**

**IT WAS RESOLVED** that the Company be and is hereby generally and unconditionally authorised for the purposes of Section 13 of the Companies Act 1992 to make market purchases of ordinary shares of the Company, provided that:

- (i) the maximum aggregate number of ordinary shares which may be purchased is 5,000,000;
- (ii) the maximum price (excluding expenses) which may be paid for any ordinary share does not exceed the higher of: (1) 5% above the average closing price of such shares for the five business days on the London Stock Exchange prior to the date of purchase and (2) the higher of the last independent trade and the highest current independent bid on the London Stock Exchange;
- (iii) the minimum price (excluding expenses) which may be paid for any ordinary share is 50 pence per share; and
- (iv) this authority shall expire upon the earlier of: (1) the conclusion of the Annual General Meeting of the Company to be held in 2018; and (2) fifteen months from the date upon which this resolution is passed, unless such authority is renewed prior to that time

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<sup>1</sup> Resolutions relating to special business only

(except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

#### **Special Resolution 14 - Directors' Authority to Allot Shares**

**IT WAS RESOLVED** that the Directors be and they are hereby generally and unconditionally authorised to exercise in respect of the Allotment Period (as defined in the Company's Articles of Association) commencing on the day following the Company's Annual General Meeting convened for 8<sup>th</sup> November 2017 and ending on the earlier of the date of the Company's Annual General Meeting to be held in 2018 and (if earlier) fifteen months following the Annual General Meeting convened for 2017, all the powers of the Company to allot for cash equity securities up to an aggregate nominal amount equal to £3,000,000 (6,000,000 ordinary shares) and the aggregate nominal amount of shares issued in connection with any employees' share scheme as if article 6 of the Company's Articles of Association did not apply to such allotment.