

**Company No: 03310225**

**COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**ORDINARY RESOLUTION**  
**OF**  
**PAGEGROUP PLC**  
**(Passed on 9 June 2016)**

AT THE ANNUAL GENERAL MEETING of the above named Company, duly convened and held at Page House, 1 Dashwood Lang Road, The Bourne Business Park, Weybridge, Surrey, KT15 2QW, the following Ordinary Resolution was passed:-

**ORDINARY RESOLUTIONS**

THAT the Directors be and they are hereby generally and unconditionally authorised 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 to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount of £1,086,493.18, provided that this authority, shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 9 September 2017, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

THAT in accordance with sections 366 and 367 of the Companies Act 2006 (the 'Act') the Company, and all companies that are subsidiaries of the Company at the date on which this Resolution 14 is passed or during the period when this Resolution 14 has effect, be generally and unconditionally authorised to:

- (a) make political donations to political parties (or independent election candidates) as defined in the Act, not exceeding £25,000 in total;
- (b) make political donations to political organisations other than political parties, as defined in the Act, not exceeding £25,000 in total; and
- (c) incur political expenditure, as defined in the Act, not exceeding £25,000 in total;

during the period commencing on the date of passing this Resolution 14 and ending on 9 September 2017 or at the close of business of the next Annual General Meeting of the Company (whichever is the earlier) provided that the authorised sum referred to in paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into Pounds Sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution 14 shall not exceed £75,000.

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**SPECIAL RESOLUTIONS**  
**OF**  
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**(Passed on 9 June 2016)**

**SPECIAL RESOLUTIONS**

THAT the Directors be and they are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 13 above or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 15) to any person or persons of equity securities up to an aggregate nominal amount of £162,973.97, and shall expire upon the expiry of the general authority conferred by Resolution 13 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.
- (c) THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006 (the 'Act')) of ordinary shares of 1p each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:
- (d) (a) the maximum number of ordinary shares hereby authorised to be acquired is 32,594,795 representing 10% of the issued ordinary share capital of the Company as at 9 April 2016;
- (e) (b) the minimum price which may be paid for each ordinary share is 1p;
- (f) (c) the maximum price which may be paid for any such ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased;
- (g) (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting or 9 September 2017 whichever is earlier unless previously renewed, varied or revoked by the Company in general meeting; and
- (h) (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be

executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

THAT the name of the Company be and it is hereby changed to PageGroup plc.

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