

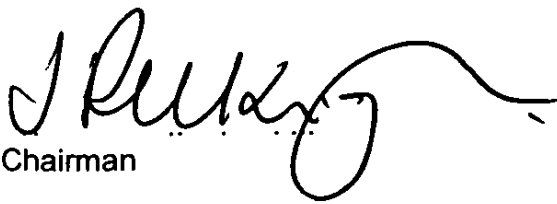
Vp plc
Company Number 481833
Print of Resolutions passed on 26 July 2016

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
 - 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.


Chairman

