

**SHORE CAPITAL GROUP PLC  
(the Company)**

At a general meeting of the Company held on 20 December 2016 at 4pm at Bond Street House, 14 Clifford, London W1S 4JU, the following resolutions were passed as ordinary and special resolutions of the Company

**Ordinary Resolutions**

**1 Removal of Restriction on Authorised Share Capital**

THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company is hereby revoked and deleted

**2 Authority to Allot**

THAT, in accordance with section 551 of the Companies Act 2006 (the Act), the directors of the Company (Directors) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 19 December 2021 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

**Special Resolution**

**3 Dis-application of Pre-emption Rights**

That in accordance with Section 570(1) of the Act, the Directors be and are hereby given power to allot or make offers or agreements to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the general authority conferred upon the Directors in resolution 2 above as if sub-section 561 of the Act did not apply to any such allotment, and so that

3 1 reference to allotment in this resolution shall be construed in accordance with Section 560 of the Act, and

3 2 the power conferred by this resolution shall enable the Company to make any offer or agreement before the expiry of the said power which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding the expiry of such power

provided however that the power conferred by this resolution shall expire on 19 December 2021

WEDNESDAY



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18/01/2017

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COMPANIES HOUSE

11B-25888464-1

Company No. 02089582

A handwritten signature in black ink, appearing to read 'Michael van Messel', written over a horizontal dotted line.

Michael van Messel  
Chairman  
20 December 2016