

**THE COMPANIES ACT 1985, 1989 and 2006  
COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF HARGREAVES LANSDOWN PLC  
("the Company")  
PASSED ON 23 NOVEMBER 2012**

At the Annual General Meeting of the Company duly convened and held at Hargreaves Lansdown, One College Square South, Anchor Road, Bristol on 23 November 2012 at 11 30am, the following Resolutions were passed as Special business

**Special resolutions:**

**RESOLUTION TWELVE**

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of fully paid ordinary shares of 0.4 pence each in the capital of the Company provided that

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 47,431,862 (representing 10 percent of the Company's issued ordinary share capital),
- (b) the minimum price which may be paid for an ordinary share is 0.4 pence per share (exclusive of expenses),
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not be more than 5 percent above the average of the market values for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased,
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Company's next Annual General Meeting, and
- (e) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such 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 or contracts

**RESOLUTION FOURTEEN**

THAT, subject to the passing of resolution 13, the directors be and are hereby given power pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) wholly for cash pursuant to the authority conferred by resolution 13 as if Section 561(1) of the Act did not apply to the allotment provided that this power shall be limited to the allotment of equity securities for cash

- (a) In connection with or pursuant to an offer or invitation in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them at the record date for such allotment but, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever, and
- (b) In the case of the authority granted under resolution 13, and otherwise than pursuant to sub-paragraph (a) of this resolution, for cash up to an aggregate nominal amount of £94,863.72 being 5 percent of the Company's issued ordinary share capital as at 20th October 2012

This power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may make an offer or agreement before this authority has expired which would or might require equity securities to be allotted after this authority has expired and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired

FRIDAY



\*A1MS4B16\*

A34

30/11/2012

#60

COMPANIES HOUSE

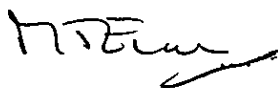
**Ordinary resolution:**

**RESOLUTION THIRTEEN**

THAT, in substitution for all existing authorities, to the extent unused, the directors be and are hereby authorised pursuant to Section 551 of the Act to allot shares and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount (within the meaning of sections 551(3) of the Act) of £202,725 50 This authority, unless renewed, shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may make an offer or agreement before such expiry which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

**RESOLUTION FIFTEEN**

THAT the Company's proposed Unapproved Share Option Plan 2012 (the Plan) (the principal features of which are summarised in Appendix 1 to the Notice of this Meeting and the draft rules of which are produced in draft to this Meeting and initialled by the Chairman for the purposes of identification) be and is hereby approved and the board of Directors (or a duly authorised committee of the Directors) be and is hereby authorised to do all acts and things necessary to give effect to the Plan including making such modifications as the Directors consider necessary or appropriate



M Evans  
Non-Executive Chairman  
23 November 2012