

Company Number: 2648297

THE COMPANIES ACTS 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
HOMESERVE PLC

WEDNESDAY



At the Annual General Meeting of the Company held at the Hyatt Regency, 2 Bridge Street, Birmingham on 21 July 2017 the following Resolutions were duly passed.

ORDINARY RESOLUTIONS

IT WAS RESOLVED THAT the Directors be and are hereby generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,760,518 provided that this authority shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2018 or on 21 October 2018 if earlier, save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

IT WAS RESOLVED THAT the Directors be and are hereby authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (A) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities open for acceptance for a period fixed by the Directors to holders of ordinary shares (other than the Company) on the register on a record date fixed by the Directors in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in or under the laws of any territory or any other matter; and
- (B) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £418,260,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier on 21 October 2018 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may

allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired."

IT WAS RESOLVED THAT the Directors be and are hereby authorised in addition to any authority granted under the previous resolution to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £418,260; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, on 21 October 2018) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

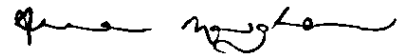
IT WAS RESOLVED THAT the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors may determine provided that:

- (i) the maximum number of ordinary shares hereby authorised to be acquired is 31,070,765 ordinary shares;
- (ii) the minimum price (exclusive of expenses) which may be paid for any such share is the nominal value thereof;
- (iii) the maximum price (exclusive of expenses) which may be paid for any such share is the higher of (i) 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 and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out at the relevant time;
- (iv) the authority hereby conferred shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2018 or on 21 October 2018, if earlier; and

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 shares in pursuance of any such contract as if the authority conferred hereby had not expired.

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

By Order of the Board



Anna Maughan
Company Secretary

Registered Office:
Cable Drive
Walsall
WS2 7BN

Date: 21 July 2017