

Company Number: 2892559

PRINT OF RESOLUTIONS OF THE MEMBERS

OF

FRONTIER DEVELOPMENTS PLC

(THE "COMPANY")

Passed on 14 October 2014

SATURDAY



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25/10/2014

#108

COMPANIES HOUSE

At the annual general meeting of the Company duly convened and held at 306 Science Park, Milton Road, Cambridge, CB4 0WG on 14 October 2014 at 9 15 a.m , the following resolutions were duly passed, as to resolutions 1 to 6, as ordinary resolutions, and as to resolution 7, as a special resolution.

ORDINARY RESOLUTIONS

- 1 To receive and adopt the financial statements for the year ended 31 May 2014 together with the Reports of the Directors and Auditor thereon.
- 2 To re-appoint Mr David John Walsh as a Director, who has retired by rotation in accordance with Article 70 of the Company's Articles of Association (the 'Articles') and is therefore required to stand for re-election pursuant to Article 70 of the Articles.
- 3 To re-appoint Dr Jonathan Simon Milner as a Non-Executive Director, who has retired by rotation in accordance with Article 70 of the Company's Articles of Association (the 'Articles') and is therefore required to stand for re-election pursuant to Article 70 of the Articles.
- 4 To re-appoint Grant Thornton UK LLP as the Company's auditor in accordance with Section 489 of the Companies Act 2006 (the 'Act') until the conclusion of the next Annual General Meeting
- 5 To authorise the Directors to determine the auditor's remuneration for the ensuing year
- 6 That in substitution for all authorities in existence immediately prior to this resolution being passed, the Directors of the Company (the 'Directors') be and are hereby generally and unconditionally authorised to exercise all powers of the Company, pursuant to Section 551 of the Companies Act 2006 (the 'Act'), to allot equity securities (within the meaning of Section 560 of the Act) up to an aggregate nominal amount of £55,639 70, which represents one-third of the nominal value of the Company's issued share capital at the date of this notice, provided that this authority, unless renewed, varied or revoked by the Company in general meeting, shall expire on the earlier of 15 months after the passing of this resolution or the conclusion of the Annual General Meeting of the Company to be held in 2015 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

SPECIAL RESOLUTION

- 7 THAT subject to the passing of resolution 6 above, the Directors be empowered in accordance with Section 570 and Section 571 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred on them pursuant to resolution 6 above 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 open offer or otherwise in favour of ordinary shareholders in proportion (as nearly as possible) to the respective number of shares held, or deemed to be held, by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or problems arising in any territory or with the requirements of any recognised regulatory body or stock exchange in any territory, and
 - b. the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £16,691.90 which represents one-tenth of the nominal value of the Company's issued share capital as at the date of this notice, provided that this power shall expire on the earlier of 15 months after the passing of this resolution or the conclusion of the Annual General Meeting of the Company to be held in 2015 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

Signed



Company Secretary