

**YOUGOV PLC**  
**Company Number: 03607311**

**SPECIAL RESOLUTION**

**PASSED ON: 10 December 2014**

At an Annual General Meeting of YouGov plc duly convened and held at 50 Featherstone Street, London, United Kingdom EC1Y 8RT on 10 December 2014, the following special resolution was agreed by the members

**Special Resolution**

Resolution 10 That the Directors be and are hereby empowered in accordance with section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash, either pursuant to the authority conferred by Resolution 8 or by way of a sale of treasury shares, as if section 561(1) of that 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 offer of such securities

(i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, and

(ii) to holders of other securities as required by the rights of those securities or as the Directors otherwise consider necessary, 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, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange, and

(b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £9,931, and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 31 December 2015, whichever is the earlier, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements as if the power conferred hereby had not expired

Signed: \_\_\_\_\_

Chairman

ROGER PARRY

THURSDAY



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