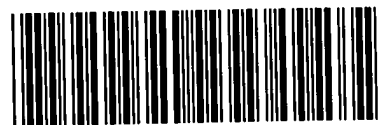


SEPARATOR SHEET

COMPANIES HOUSE BARCODE

FRIDAY



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#207

COMPANIES HOUSE

**Special Resolutions passed at the Annual General Meeting of
Polar Capital Holdings PLC, held on 28 July 2020**

ORDINARY RESOLUTION (for information in connection with Resolution 14)

(Resolution 13) IT WAS RESOLVED THAT the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act and in substitution for all existing authorities to exercise all powers of the Company to allot shares in the Company up to a maximum aggregate nominal amount of £810,875, being approximately 33 per cent. of the Company's issued ordinary share capital on 19 June 2020 or, if changed, the number representing 33 per cent. of the issued share capital at the date the resolution is passed) PROVIDED THAT this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution save that the said authority shall allow and enable the Directors to make an offer or agreement before the expiry of that authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

(Resolution 14) IT WAS RESOLVED THAT, subject to the passing of Resolution 13, the Directors be and are hereby authorised pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred by resolution 13 as if sub-section (1) of section 561 of the Act did not apply to any such allotment PROVIDED THAT this power shall be limited:

1. to the allotment of equity securities whether by way of a rights issue, open offer or otherwise to ordinary shareholders and/or holders of any other securities in accordance with the rights of those securities where the equity securities respectively attributable to the interests of all ordinary shareholders and/or such holders are proportionate (or as nearly as may be) to the respective numbers of ordinary shares and such equity securities held by them (or are otherwise allotted in accordance with the rights attaching to such equity securities) subject in either case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirement of any regulatory body or stock exchange or any other matter whatsoever; and
2. to the allotment (otherwise than pursuant to subparagraph (i) above) of equity securities up to a maximum aggregate nominal value of £122,652 (being approximately 5 per cent. of the Company's issued ordinary share capital on 19 June 2020 or, if changed, the number representing 5 per cent. of the issued share capital at the date the resolution is passed).

The authorisation conferred by this resolution shall expire at the conclusion of the next AGM of the Company after the passing of this resolution save that the Directors 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 power conferred hereby had not expired.

(Resolution 15) IT WAS RESOLVED THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Act to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of 2.5p each in the capital of

**Special Resolutions passed at the Annual General Meeting of
Polar Capital Holdings PLC, held on 28 July 2020**

the Company on such terms and in such manner as the Directors may from time to time determine PROVIDED THAT:

1. the maximum number of ordinary shares hereby authorised to be purchased shall be 14,737,900 representing approximately 14.99 per cent. of the issued ordinary share capital at 19 June 2020;
2. the minimum price which may be paid for an ordinary share is 2.5p;
3. the maximum price excluding expenses payable by the Company for each ordinary share is the higher of:
 - a. 105 per cent. of the average of the middle market quotations for an ordinary share (taken from the AIM List) for the five business days immediately preceding the day on which the ordinary share is purchased; and
 - b. the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 15 will be carried out.
4. the authority hereby conferred shall expire at the conclusion of the next AGM of the Company unless such authority is renewed prior to such time;
5. the Company may make a contract 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 expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract; and
6. any ordinary shares so purchased shall be:
 - a. cancelled immediately upon completion of the purchase; or
 - b. held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.

(Resolution 16) IT WAS RESOLVED THAT THAT the New Articles produced to the meeting and signed by the Chairman for the purposes of identification be and are hereby approved and adopted as the New Articles of the Company in substitution for, and to the exclusion of, the Existing Articles, with effect from the conclusion of the 2020 AGM.



Neil Taylor

Company Secretary