

The Companies Act 2006

Company limited by shares

Special resolution

of

Interactive Investor plc (the "Company")

(passed on 23 December 2013)

At a **general meeting** of the Company duly convened and held at Standon House on 23 December 2013 at 10 00 am the following resolution was passed as a **special resolution** of the Company

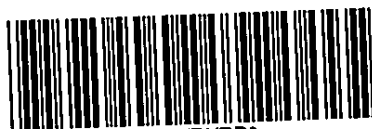
Special Resolution:

THAT

- (a) in place of all existing authorities (save to the extent relied upon prior to the passing of this Resolution), the directors of the Company be and they are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to issue and allot, or to grant any right to subscribe for, or to convert any security into, shares in the Company of up to 51,000 additional ordinary shares of £0.20 each in the capital of the Company, having an aggregate maximum nominal amount of £10,200, such shares having the rights and being subject to the restrictions set out in the articles of association adopted on the 20th September 2012 (the "**Articles**") This authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) three years after the date on which this Resolution is passed save that the directors may, notwithstanding such expiry, issue and allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires, and
- (b) in place of all existing powers (save to the extent relied upon prior to the passing of this Resolution), the Company's directors be and they are generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authorities conferred by resolution (a) above and the Articles as if
 - (i) the provisions contained in Article 35 of the Articles, and
 - (ii) section 561 of the Act,

did not apply to any such allotment, and this power shall cease to have effect when the authority is revoked or (if not revoked) expires, save that the Company may make an offer or agreement before expiry of this power which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired


Company Secretary



A26

15/04/2014

#110

COMPANIES HOUSE