

Company number: 04752535

SPECIAL RESOLUTIONS
- of -
INTERACTIVE INVESTOR PLC
(the "Company")

Passed on 23 May 2016



At a General Meeting of Interactive Investor plc duly convened and held at Standon House, 21 Mansell Street, London E1 8AA (the "**General Meeting**"), the following resolutions were duly passed as special resolutions

SPECIAL RESOLUTIONS

THAT

- (a) in substitution for all existing authorities and powers granted to the directors prior to the passing of this resolution (save to the extent relied upon prior to the passing of this resolution), the directors of the Company be 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 (as the case may be) to grant rights to subscribe for or to convert any security into, up to
- (i) 48,131 additional ordinary shares of £0.20 each in the capital of the Company ("**Ordinary Shares**"), having an aggregate maximum nominal amount of £9,626.20 pursuant to the terms of the Open Offer (as defined in the circular sent to shareholders of the Company on or about the date of this notice (the "**Circular**")), and
- (ii) 50,000 additional Ordinary Shares having an aggregate maximum nominal amount of £10,000 in connection with the Warrants (as such term is defined in the Circular),

such shares having the rights and being subject to the restrictions set out in the articles of association of the Company (the "**Articles**") and such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) 18 months after the date on which this resolution is passed, save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be issued and allotted, or rights to subscribe for, or to convert any security into, shares to be granted, after the expiry of this authority and the Company's directors may issue and allot shares, or grant rights to subscribe for, or to convert any security into, shares, in pursuance of any such offer or agreement as if this authority had not expired,

- (b) in addition to the authority granted by paragraph (a) above, the directors of the Company be generally and unconditionally authorised pursuant to section 551 of the Act and in accordance with the terms of Article 57.5 of the Articles, to exercise all powers of the Company to issue and allot up to 910 Ordinary Shares having an aggregate maximum nominal amount of £182 in satisfaction of up to the total amount of the accrued but unpaid

preference dividend due to the holders of Preference Shares (as defined below) up to the date on which the Preference Share Conversion (as defined in the Circular) takes place (which is expected to be the business day following the General Meeting) (the "**Dividend Shares**"), such shares having the rights and being subject to the restrictions set out in the Articles, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) 18 months after the date on which this resolution is passed,

- (c) subject to and conditionally upon the implementation of that part of the resolution set out in paragraph (b) above, the directors be and are authorised to capitalise the sum of £36,400 (being part of the amount standing to the credit of the Company's reserves) and that such sum be appropriated to the holder of the preference shares of £1 00 each in the capital of the Company (the "**Preference Shares**") registered at the Record Date (as defined in the Circular) and be applied in paying up in full the Dividend Shares which will be allotted and issued credited as fully paid up at par to the holder of the Preference Shares,

- (d) that the draft definition set out below be and is adopted by the Company as a new definition in Article 1 2 of the Articles

"D' Deferred Shares the 'D' deferred shares of £575 20 each in the capital of the Company",

- (e) that the draft definition set out below be and is adopted in substitution for the existing definition of "Deferred Shares" in Article 1 2 of the Articles

"Deferred Shares the 'A' Deferred Shares, the 'B' Deferred Shares, the 'C' Deferred Shares and the 'D' Deferred Shares",

- (f) subject to and conditionally upon the implementation of that part of the resolution set out in paragraph (b), (d) and (e) above, up to 767 Preference Shares be sub-divided and re-designated as 959 new Ordinary Shares of £0 20 each and 1 'D' deferred share of £575 20 each, each such share having the rights and being subject to the restrictions set out in the Articles as amended by the resolution set out in paragraphs (d) and (e) above,

- (g) in substitution for all existing authorities and powers granted to the directors prior to the passing of this resolution (save to the extent relied upon prior to the passing of this resolution), the Company's directors be 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 paragraphs (a) and (b) 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 before the expiry of this authority make an offer or agreement which would or might require shares to be issued and allotted, or rights to subscribe for, or to convert any security into, shares to be granted, after the expiry of this authority and the Company's directors may issue and allot shares, or grant rights to subscribe for, or to convert any security into, shares, in pursuance of any such offer or agreement as if this authority had not expired, and

- (h) the Open Offer, the Preference Share Conversion, the Accrued Dividend Issue and the issue of the Warrants each be approved for all purposes, and the directors of the Company be generally and unconditionally authorised to enter into and implement all acts, agreements, arrangements and other matters necessary or in the opinion of the directors desirable in order to implement the terms of the Open Offer, the Preference Share Conversion, the Accrued Dividend Issue and the issue of the Warrants



For and on behalf of
Interactive Investor plc

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