

Company No 5807599

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
TULLETT PREBON PLC

Passed on Thursday 12 May 2011

At an annual general meeting of the Company duly convened and held at Tower 42, Level 37, 25 Old Broad Street, London EC2N 1HQ on 12 May 2011 the following resolutions were duly passed as an ordinary or special resolution

Special Business

Ordinary Resolution

9 That

(a) the directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company

I in accordance with article 7 of the Company's Articles of Association (the 'Articles'), up to a maximum nominal amount of £17,942,799 (such amount to be reduced by the nominal amount of any equity securities (as defined in article 8 of the Articles allotted under paragraph II below in excess of £17,942,799), and

II comprising equity securities (as defined in article 8 of the Articles), up to a maximum nominal amount of £35,885,597 (such amount to be reduced by any shares allotted or rights granted under paragraph I above) in connection with an offer by way of a rights issue (as defined in article 8 of the Articles),

(b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 1 July 2012, and

(c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date)

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Special Resolutions

10 That

- (a) in accordance with article 8 of the Company's Articles of Association (the 'Articles'), the directors be given power to allot equity securities for cash, ✓
- (b) the directors be given power to allot equity securities for cash within section 560(3) of the Companies Act 2006 (sale of treasury shares) as if section 561 of that Act did not apply, ✓
- (c) the powers under paragraphs (a) and (b) above (other than in connection with a rights issue, as defined in article 8(b)(ii) of the Articles) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £2,691,420,
- (d) these authorities shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2012, and
- (e) all previous unutilised authorities under sections 570 and 573 of the Companies Act 2006 shall cease to have effect

11 That

in accordance with the Companies Act 2006, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of that Act) of its ordinary shares of 25p each in the capital of the Company ('ordinary shares') on such terms and in such manner as the directors of the Company determine, provided that

- (a) the maximum number of ordinary shares hereby that may be purchased under this authority shall be 21,531,358,
- (b) the minimum price which may be paid for an ordinary share purchased under this authority shall be 25p (exclusive of expenses payable by the Company in connection with the purchase),
- (c) the maximum price which may be paid for an ordinary share shall not be more than the higher of 105% of the average of the middle market quotations for an ordinary share derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is purchased and the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003 (exclusive of expenses payable by the Company in connection with the purchase),
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on 1 July 2012 unless renewed before that time,
- (e) the Company may enter into contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contracts will or may be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares pursuant to any such contracts, and

(f) all existing authorities for the Company to make market purchases of ordinary shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has not yet been executed

12 That

a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice

A handwritten signature in black ink, reading "Paul Hamworthy". The signature is written in a cursive style with a horizontal line above the "y".

COMPANY SECRETARY