

Worldpay Group plc
Company Number: 08762327

WEDNESDAY



**SPECIAL RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING
HELD ON WEDNESDAY 10 MAY 2017**

Worldpay Group plc confirms that the special resolutions listed below were duly passed at the Annual General Meeting of Worldpay Group plc, held at the offices of Allen & Overy LLP, 1 Bishops Square, London E1 6AD, on Wednesday 10 May 2017 at 11.00.

Disapplication of pre-emption rights

17. THAT:

- (a) in accordance with article 9 of the Company's articles of association, the Directors be given power to allot equity securities for cash;
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in article 9(b)(ii) of the Company's articles of association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £3,000,000.00;
- (c) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2018; and

Additional authority to dis-apply pre-emption rights

18. THAT:

- (a) in addition to any authority granted under resolution 17, the Directors be given power:
 - (i) subject to the passing of resolution 16, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
 - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash,

in either case as if section 561 of that Act did not apply to the allotment or sale, but this power shall be:

- (1) limited to the allotment of equity securities up to a maximum nominal amount of £3,000,000; and
 - (2) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;
 - (b) this power 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 30 June 2018; and

- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Market purchase of own shares

19. THAT

- (a) in accordance with the Companies Act 2006 (the Act), the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors of the Company may determine provided that:
- (b) the maximum number of ordinary shares that may be purchased under this authority is 200,000,000;
- (c) the maximum price which may be paid for any ordinary share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be more than the higher of:
 - (i) an amount equal to 105% of the average of the middle market prices shown in the quotations for the ordinary shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- (d) the minimum price which may be paid shall be 3p per ordinary share (exclusive of expenses payable by the Company in connection with the purchase);
- (e) 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 30 June 2018 unless renewed before that time; and
- (f) the Company may make a contract or contracts to purchase ordinary shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract.

Notice period for general meetings

20. THAT a general meeting (other than an AGM) may be called on not less than 14 clear days' notice.



Derek Woodward
Group Company Secretary
10 May 2017