

Company Number: 2892559

**PRINT OF RESOLUTIONS OF THE MEMBERS**

**OF**

**FRONTIER DEVELOPMENTS PLC**

**(THE "COMPANY")**

**Passed on 23 December 2013**

**SATURDAY**



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25/10/2014

#107

COMPANIES HOUSE

At the annual general meeting of the Company duly convened and held at 306 Science Park, Milton Road, Cambridge, CB4 0WG on 23 December 2013 at 10 a.m , the following resolutions were duly passed, as to resolutions 1 to 5, as ordinary resolutions, and as to resolution 6, as a special resolution.

**ORDINARY RESOLUTIONS**

- 1 To receive and adopt the financial statements for the year ended 31 May 2013 together with the Reports of the Directors and Auditors thereon
- 2 To re-appoint David John Braben as a Director, who has retired by rotation in accordance with Article 70 of the Company's Articles of Association (the "**Articles**") and is therefore required to stand for re-election pursuant to Article 70 of the Articles
- 3 To re-appoint David Gammon as a Director, who has retired by rotation in accordance with Article 70 of the Company's Articles of Association (the "**Articles**") and is therefore required to stand for re-election pursuant to Article 70 of the Articles.
- 4 To re-appoint Grant Thornton UK LLP as the Company's auditor until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the auditor's remuneration for the ensuing year.
- 5 **THAT** in substitution for all authorities in existence immediately prior to this resolution being passed, the directors of the Company (the "**Directors**") be and are hereby generally and unconditionally authorised to exercise all powers of the Company, pursuant to Section 551 of the Companies Act 2006 (the "**Act**"), to allot equity securities (within the meaning of Section 560 of the Act) up to an aggregate nominal amount of £51,892 54, which represents one-third of the nominal value of the Company's issued share capital at the date of this notice provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company 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 authority conferred hereby had not expired

**SPECIAL RESOLUTION**

- 6 **THAT**, subject to the passing of resolution 5 above, the Directors be empowered in accordance with Section 570 and Section 571 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred on them pursuant to resolution 5 above as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- a the allotment of equity securities in connection with an open offer or otherwise in favour of ordinary shareholders in proportion (as nearly as possible) to the respective number of shares held, or deemed to be held, by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or problems arising in any territory or with the requirements of any recognised regulatory body or stock exchange in any territory; and
- b the allotment of equity securities (otherwise than pursuant to subparagraph (a) above) up to an aggregate nominal amount of £15,567 76 which represents one-tenth of the nominal value of the Company's issued share capital as at the date of this notice, provided that this power shall expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

Signed



**Company Secretary**