

**YOUGOV PLC**  
**Company Number: 03607311**

## **SPECIAL RESOLUTIONS**

**PASSED ON: 10 December 2020**

At the Annual General Meeting of YouGov plc duly convened and held by conference call on 10 December 2020, the following special resolutions were duly passed:

### **Resolution 14 – Authority for disapplication of pre-emption rights**

That, conditional on the passing of Resolution 13 above, the Directors be and are hereby empowered in accordance with section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash, either pursuant to the authority conferred by Resolution 13 or by way of a sale of treasury shares, as if section 561(1) of that 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 offer of such securities:
  - (i) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such shares; and
  - (ii) to holders of other securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange; and
- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £10,848 and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 31 December 2021, whichever is the earlier, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements as if the power conferred hereby had not expired.

### **Resolution 15 – Purchase of own shares for market value**

That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (as defined in section 693(4) of the 2006 Act) on the London Stock Exchange of Ordinary Shares of 0.2p each of the Company provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 10,847,775 (representing 10% of the Company's issued Ordinary Share capital at the date of this notice); and
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 0.2p; and
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share will not be more than the price permitted by the Listing Rules of the UK Listing Authority at the time of purchase (which is currently the higher of an amount equal to 105% of the average of the middle market quotations of an Ordinary Share of the Company, as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such share is contracted to be purchased and an amount equal to the higher of:
  - (i) the price of the last independent trade of an Ordinary Share; and

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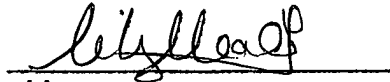
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(ii) the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System; and

(d) unless previously renewed, revoked or varied, this authority shall continue for the period ending on the date of the Annual General Meeting in 2021 or 31 December 2021, whichever is the earlier, provided that, if the Company has agreed before this date to purchase Ordinary Shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the Company may complete such purchases.

Signed:



**Tilly Heald**  
**Company Secretary**  
**YouGov plc**



**Presenter Information**

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