

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

COMPANY NUMBER 4115910

**Resolutions of
Benchmark Holdings PLC**

Passed 18 December 2014

At the General Meeting of the above-named Company convened and held on 18 December 2014, the following resolutions were proposed and duly passed

Resolution 1

That, in addition to the authorities granted to the Directors at the Annual General Meeting of the Company held on 11 March 2014, the Directors be and are hereby generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company, as is contemplated in sub-sections 551(1)(a) and 551(1)(b) respectively of the Act up to a maximum nominal amount of £82,353 pursuant to the Placing (as defined in the circular dated 24 November 2014 2014, of which this notice forms part), provided that this authority shall expire on the date of the next annual general meeting of the Company (save that the Company may at any time before such expiry make an offer or agreement which might require such shares to be allotted after such expiry and the Directors may issue and allot shares in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired)

Resolution 2

That, in addition to the authorities granted to the Directors at the Annual General Meeting of the Company held on 11 March 2014 and conditional on the passing of Resolution 1 above, the Directors be and are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution up to a maximum nominal value of £82,353 as if sub-section (1) of section 561 of the Act did not apply to any such allotment, provided that this power shall expire on the date of the next annual general meeting of the Company (save that the Company may at any time before such expiry make an offer or agreement which might require such shares to be allotted after such expiry and the Directors may issue and allot shares in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired)



Athene Blakeman
Company Secretary
Benchmark Holdings PLC
18 December 2014

TUESDAY



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