

XPLORER PLC
(company number 07987393)

ORDINARY AND SPECIAL RESOLUTIONS

Passed on 14 October 2014

At a general meeting of the Company duly convened and held at Roxburghe House, 273-287 Regent Street, London W1B 2AD on 14 October 2014 at 10 30 a m the following resolutions were duly passed as ordinary and special resolutions

ORDINARY RESOLUTION

- 1 THAT, in accordance with section 551 Companies Act 2006 (CA 2006), the directors of the Company be generally and unconditionally authorised, and in substitution for any previous authority to allot Relevant Securities (as defined in this resolution) comprising equity securities (as defined in section 560 CA 2006) up to an aggregate nominal amount of £3,712 (three thousand seven hundred and twelve pounds), such authority, unless previously revoked or varied by the Company in general meeting, is to expire at the close of the Company's next annual general meeting, except that the directors of the Company may allot Relevant Securities pursuant to an offer or agreement made before the expiry of the authority In this notice, Relevant Securities means any shares in the capital of the Company and the grant of any right to subscribe for, or convert any security into, shares in the capital of the Company

SPECIAL RESOLUTION

- 2 THAT, subject to the passing of resolution 4, under section 570 CA 2006, the directors of the Company be authorised, in substitution for any previous authority, to allot equity securities, as defined in section 560 CA 2006, wholly for cash for the period commencing on the date of this resolution and expiring on the date of the Company's next annual general meeting, as if section 561 CA 2006 did not apply to such allotment, except that the directors of the Company may allot Relevant Securities following an offer or agreement made before the expiry of the authority and provided that the authority is limited to
- 2.1 the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where their holdings are proportionate, as nearly as possible, to the respective number of ordinary shares held, or deemed to be held, by them, but subject to any exclusions or arrangements the directors think necessary or expedient for the purpose of dealing with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory, or
- 2.2 the allotment of equity securities up to a maximum nominal value of £618 (six hundred and eighteen pounds) representing 5% of the existing issued ordinary share capital

Capitalised terms above shall bear the meaning as set out in the notice of meeting dated 19 September 2014

Signed 
Chairman of the meeting

WEDNESDAY



A15 29/10/2014 #61
COMPANIES HOUSE