

No: 36006

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

H&H GROUP plc

We, being all the members of the Company who at the date hereof are entitled to receive notice of and to attend and vote at general meetings of the Company, hereby resolve as a Special Resolution as follows:-

SPECIAL RESOLUTION


That, in accordance with Section 551 of the Companies Act 2006, the Directors of the Company be generally and unconditionally authorised to allot shares in the Company, or grant rights to subscribe for, or to convert any securities in the Company (**Rights**) up to an aggregate nominal amount of £400,000.

This authority shall expire on 8 November 2019, unless renewed, varied or revoked by the Company, on or prior to that date, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted, or Rights to be granted, and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement, notwithstanding that the authority conferred by this Resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors, but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

That, in accordance with Section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in Section 560 of the Companies Act 2006) pursuant to the authority conferred by this Resolution, up to a maximum aggregate nominal amount of £250,000, as if Section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power:

- (a) shall be limited to the allotment of equity securities up to an aggregate nominal amount of £400,000; and
- (b) shall expire on 8 November 2019 (unless renewed, varied or revoked by the Company on or prior to that date) 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 any such offer or agreement, notwithstanding that this power has expired.


.....
Company Secretary

9th November 2018

