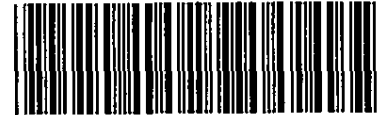


Company No: 61880

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**COPY RESOLUTIONS**  
**of**  
**WALKER GREENBANK PLC**  
**("Company")**

FRIDAY



A16      "A5J2ASDJ"      04/11/2016      #269  
COMPANIES HOUSE

**PASSED ON** 28 October . . . . . 2016

At a general meeting of the Company duly convened and held on 28 October 2016 at 11 am at the offices of Buchanan Communications at 107 Cheapside, London, EC2V 6DN, the following resolutions were duly passed as ordinary and special resolutions as indicated below

**ORDINARY RESOLUTIONS**

- 1 That, pursuant to section 551 of the Companies Act 2006 ("Act"), the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £89,473 69, in connection with a placing of shares in the capital of the Company described in a circular to the Company's shareholders dated 12 October 2016, provided that (unless previously revoked, varied or renewed) this authority shall expire on 12 January 2017 save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired

This authority is in addition to all existing authorities under section 551 of the Act

- 2 That, pursuant to section 551 of the Act, the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £100,000 00, by way of settlement of earn-out consideration pursuant to an acquisition as described in a circular to the Company's shareholders dated 12 October 2016, provided that this authority shall (unless previously revoked, varied or renewed) expire on 28 October 2021, save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired

This authority is in addition to all existing authorities under section 551 of the Act

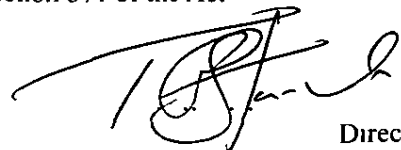
### **SPECIAL RESOLUTIONS**

- 3 That, subject to the passing of resolution 1 and pursuant to section 571 of the Act, section 561 of the Act does not apply to the allotment of equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 1 provided that this resolution shall expire on 12 January 2017, save that the Company may make an offer or agreement before this resolution expires which would or might require equity securities to be allotted for cash after this resolution expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired

This power is in addition to all existing powers under section 571 of the Act

- 4 That, subject to the passing of resolution 2 and pursuant to section 571 of the Act, section 561 of the Act does not apply to the allotment of equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 2 provided that this resolution shall expire on 28 October 2021, save that the Company may make an offer or agreement before this resolution expires which would or might require equity securities to be allotted for cash after this resolution expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired

This power is in addition to all existing powers under section 571 of the Act



Director