

Company number 0405025

ORDINARY AND SPECIAL RESOLUTIONS

OF

NORMAN HAY PLC (Company)

Passed on 21st June 2017

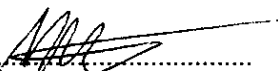
At an annual general meeting of the Company duly convened and held at 42 Sayer Drive, Lyons Park, Coventry CV5 9PF on 21st June 2017 at 11:30am, the following resolutions were duly passed as an ordinary and a special resolution.

ORDINARY RESOLUTION

That, subject to and in accordance with Article 5.1 of the Articles of Association of the Company, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the Act) (in substitution for any existing authority to allot shares) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £318,468.20 provided that such authority shall expire on the conclusion of the next Annual General Meeting to be held in 2018 or 15 months whichever comes first after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the Board may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTION

That, subject to the passing of the ordinary resolution above, the Directors be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in that Act) for cash pursuant to the general authority confirmed by resolution 7 as set out in the notice of this meeting as if the provisions of Section 561 (1) of the Act did not apply to any such allotment.

Signed.....

Company Secretary

