

THURSDAY



A14

AEQOTZWQ

08/12/2011

265

COMPANIES HOUSE

Company Number: 01492207

AI CLAIMS SOLUTIONS PLC

(the "Company")

Resolutions Passed at the Annual General Meeting of the Company on 1 December 2011

Ordinary Resolutions

- 1 To receive, consider and adopt the Auditors' report, the Directors' report and accounts of the Company for the financial year ended on 30 June 2011
- 2 To reappoint Grant Thornton UK LLP, as Auditor of the Company and to authorise the Directors to determine their remuneration
- 3 To re-elect as a Director Christopher Baker who is retiring by rotation in accordance with Article 78 of the Company's Articles of Association and who being eligible is offering himself for re-election
- 4 To re-elect as a Director Peter Harrison who is retiring by rotation in accordance with Article 78 of the Company's Articles of Association and who being eligible is offering himself for re-election
- 5 To declare a final dividend of 0.42p per ordinary share of 10 pence each in the capital of the Company (the 'Ordinary Shares') in respect of the year ended 30 June 2011. This dividend will be paid on 11 January 2012 to the holders of Ordinary Shares at 6.00 p.m. on 9 December 2011
- 6 That the Directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "**Act**") to exercise all or any of the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert into shares in the Company ('the Rights') up to an aggregate nominal amount of £2,047,206, provided that this authority shall, unless previously revoked or varied by the Company, expire on the earlier of 31 December 2012 and the conclusion of the Company's next AGM after the passing of this Resolution save that the Directors may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 551 of the Act

- 7 That the Remuneration Committee be authorised to amend Rule 2.6 of the Company's Long Term Incentive Plan ('LTIP') so as to increase the limit on the awards that the Remuneration Committee may make under the LTIP, together with any other employee share plan established by the Company that shall require the issue of new shares, from 10% of the existing ordinary share capital of the Company in any rolling ten year period to 20% of the existing ordinary share capital of the Company in any rolling ten year period
- 8 That, subject to approval being granted by HM Revenue and Customs, the Remuneration Committee be authorised to amend the limits in Rule 9.1 and Rule 9.2 of the Company's Approved Share Option Plan (the 'Plan') so as to
- 8.1 increase the limit in Rule 9.1 of the Plan on the aggregate number of shares in respect of which options may be granted (and which, if not exercised, have not ceased to be exercisable) under the Plan from 5% of the number of shares in issue as at the adoption of the Plan to 6% of the number of shares in issue as at the adoption of the Plan, and
- 8.2 increase the limit in Rule 9.2 of the Plan on the total nominal value of shares over which options to subscribe for the Company's shares under the Plan at any time, when combined with the nominal value of all shares issued (or remaining issuable) within the previous 10 years under the Plan or any other employees share option scheme, or other option or right to acquire or subscribe for shares or share incentive plan or arrangements for employees of the Group (but excluding any options granted under any savings related share option scheme or approved profit sharing schemes), from 10% of the nominal amount of shares in issue immediately prior to the Date of Grant to 20% of the nominal amount of shares in issue immediately prior to the Date of Grant

Special Resolutions

- 9 That, subject to the passing of Resolution 6, the Directors be given the general power to allot equity securities (as defined by Section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 6 or by way of a sale of treasury shares, as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to
- 9.1 the allotment of equity securities in connection with an offer by way of a rights issue
- 9.1.1 to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings, and
- 9.1.2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under

the laws of any territory or the requirements of any regulatory body or stock exchange, and

- 9 2 the allotment (otherwise than pursuant to paragraph 9 1 above) of equity securities up to an aggregate nominal amount of £307,081 (representing approximately 5 per cent of the issued share capital of the Company)

The power granted by this Resolution will expire on the earlier of 31 December 2012 and the conclusion of the Company's next AGM after the passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements 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 the power conferred by this Resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 561(1) of the Act but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities

- 10 To generally and unconditionally authorise the Company, in accordance with section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares provided that

- 10 1 the maximum number of Ordinary Shares hereby authorised to be purchased is 6,141,619 (representing 10 per cent of the Company's issued ordinary share capital),
- 10 2 the minimum price which may be paid for any such Ordinary Share is 10 pence (exclusive of expenses paid by the Company),
- 10 3 the maximum price (exclusive of expenses paid by the Company) which may be paid for each Ordinary Share is an amount equal to 105 per cent of the average of the closing middle market price of the Ordinary Shares (derived from the published market price appearing in the AIM Appendix to the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase of the Ordinary Share, and
- 10 4 the authority conferred by this Resolution shall expire on the earlier of 31 December 2012 and the conclusion of the next AGM of the Company, save that the Company may before the Resolution expires make a contract of purchase which will or may be executed wholly or partly thereafter, and a purchase of shares may be made in pursuance of such contract

Signed



Company Secretary