

Company No. 1740011

THE COMPANIES ACT 2006

THURSDAY



A17 *A65R9Q6X* 04/05/2017 #124
COMPANIES HOUSE

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

-of-

SYNECTICS plc

At the Annual General Meeting of the Company held at Bishopsgate Court, 4-12 Norton Folgate, London, E1 6DQ on Thursday 27 April 2017 the following resolutions were passed:

As Ordinary Resolutions

Resolution Number 7

That, in substitution for the existing general authorities granted at the last Annual General Meeting of the Company, in accordance with section 551 of the Companies Act 2006 ('the Act'), the Directors be and are hereby 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 convert any security into shares in the Company up to an aggregate nominal amount of £1,174,432 (being approximately 33% of the present issued share capital of the Company) provided that this authority (unless previously revoked or renewed) shall expire on the conclusion of the next Annual General Meeting of the Company 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 Directors 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 hereby had not expired.

Resolution Number 10

To approve the Remuneration Committee Report containing the Directors' remuneration for the year ended 30 November 2016.

As Special Resolutions

Resolution Number 8

That, conditionally upon the passing of Resolution 7 and in substitution for all existing powers, in accordance with section 570 of the Act, the Directors be and are hereby authorised to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 7 and be empowered pursuant to section 573 of the Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the Act) for cash as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to allotment of equity securities and the sale of treasury shares:

- a) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer in favour of the existing holders of ordinary shares in the capital of the Company and other persons entitled to participate therein in proportion (as nearly as may be) to their respective holdings of such shares (or, as appropriate, to the numbers of shares which such other persons are for these purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors

may deem necessary or expedient to deal 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; and

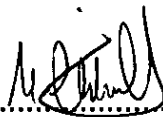
- b) (otherwise than pursuant to sub-paragraph (a) of this proviso) up to an aggregate nominal amount of £177,944, being approximately 5% of the Company's present issued share capital,

and the authority hereby granted shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, save that the said authority shall allow and enable the Company to make an offer or agreement before the expiry of that power which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution Number 9

That the Company be and is hereby generally and unconditionally authorised pursuant to section 701 of the Act to make one or more market purchases (as defined in section 693(4) of the Act) of its ordinary shares of 20p each on such terms and in such manner as the Directors shall determine, provided that:

- (1) the maximum number of Ordinary shares hereby authorised to be acquired is 1,779,443 (representing approximately 10% of the present issued ordinary share capital of the Company);
- (2) the minimum price which may be paid for such shares is 20p per share (exclusive of all expenses);
- (3) the maximum price which may be paid for such shares is, in respect of a share contracted to be purchased on any day, an amount (exclusive of expenses) equal to 5% above the average middle market quotations for an ordinary share of the Company as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange on the five dealing days immediately preceding the day on which the share is contracted to be purchased; and
- (4) the power hereby granted shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, on 31 December 2018 provided that the Company may make a contract to purchase its ordinary shares under the authority hereby granted prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of such contract.



Director