

Company number: 02211062

Public company limited by shares
Ordinary and Special Resolutions
of
EG Solutions PLC (the Company)

WEDNESDAY



At an annual general meeting (the **Meeting**) of the Company duly convened and held at N+1 Singer, 1 Bartholomew Lane, London EC2N 2AX on 23 May 2017 at 10.30 a.m. the below resolutions were duly passed as ordinary and special resolutions (the **Resolutions**).

ORDINARY RESOLUTION

9. THAT, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors of the Company be generally and unconditionally authorised (without prejudice to all subsisting authorities) pursuant to Sections 549, 551 and 559 of the Companies Act 2006 to exercise all the powers of the Company to allot up to an aggregate nominal amount of one third of relevant securities (within the meaning of Sections 549(1)-(3), 551(1) and 559 of the said Act), such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, on the expiry of 15 months from the passing of this resolution, save that the Company may make offers or agreements before such expiry which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred thereby had not expired.

SPECIAL RESOLUTIONS

10. THAT the Directors of the Company be empowered pursuant to Sections 570 to 573 of the Companies Act 2006 to allot for cash equity securities (as defined for the purposes of Sections 560 to 568 and 570 to 577 of the said Act) pursuant to the authority conferred by resolution 9 above as if Section 561(1) did not apply to any such allotment provided that the power conferred by this resolution shall be limited to:

(a) The allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities:

a. by way of rights to the holders of existing shares in proportion (as nearly as practicable) to their respective holdings of ordinary shares in the Company on a record date fixed by the Directors; and

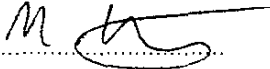
b. to holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with any legal or practical problems under the laws or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise howsoever; and

(b) The allotment, otherwise than pursuant to sub-paragraph (a) above, of up to an aggregate nominal amount of £11,341 being approximately 5% of the Company's issued share capital, such power to expire at the conclusion of the next annual general meeting of the Company or, if earlier,

on the expiry of 15 months from the passing of this resolution, save that the Company may make offers or agreements before such expiry which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred thereby had not expired.

11. TO authorise the Company generally and unconditionally, pursuant to Sections 693(1) and 701 of the Companies Act 2006, to make market purchases (as defined in Section 693 of the said Act) of up to 2,268,294 ordinary shares of 1p each in the capital of the Company on such terms and in such manner as the Directors of the Company may from time to time determine, provided that the amount paid (exclusive of expenses) for each share is the higher of: (a) 105% of the average of the middle market quotation for the Company's ordinary shares as derived from the Daily Official List of London Stock Exchange plc for the five business days before the purchase is made; and (b) the value of an ordinary share calculated on the basis of the higher of the price quoted for: (i) the last independent trade of; and (ii) the highest current independent bid for, any number of the Company's ordinary shares on the trading venue where the purchase is carried out, and in any event not less than 1p per ordinary share; and the authority herein contained shall expire at the conclusion of the next annual general meeting of the Company or 15 months following the passing of this Resolution, whichever is the first to occur, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.
12. THAT, subject to the approval from the Court, the share premium account of the Company be reduced by £7.924m and the amount by which the share premium account is so reduced be credited to a reserve.
13. TO authorise the Company to serve any notice or send or supply any other document or information to a member (or where applicable a nominee) by making the notice or document or information available on the Company's website or by using other electronic means.

Signed.....



Director for and on behalf of **EG Solutions PLC**