

Company Number 03172986

THE COMPANIES ACT 2006

RESOLUTIONS

OF

AMBRIAN PLC (the "Company")

TUESDAY



At the General Meeting of the Company duly convened and held on the 6th floor At 62-64 Cornhill, London EC3V 3NH on 16 October 2015 the following resolution was duly passed as a special resolution

As a Special Resolution

THAT -

- (a) The directors of the Company (the "**Directors**") be and are hereby authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to issue the Convertible Loan Notes (as defined in the circular to shareholders of the Company dated 30 September 2015 of which this notice forms part (the "**Circular**") and the Warrants (as also defined in the Circular), but so that:-
- (i) the maximum number of ordinary shares that may be allotted on exercise of conversion rights under the Convertible Loan Notes are ordinary shares with an aggregate nominal value of £494,147 50,
 - (ii) the maximum number of ordinary shares that may be allotted on the exercise of subscription rights under the Warrants are ordinary shares with an aggregate nominal value of £352,962 50,
 - (iii) this authority shall expire on 31 October 2015,
 - (iv) this authority shall be in addition and without prejudice to any other authorities vested in the Directors to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company; and

(b) without prejudice to any existing power granted to the Directors under section 570 of the Act, the Directors are empowered pursuant to section 571 of the Act to allot equity securities, as defined in section 560 of the Act, pursuant to the authority conferred on them by paragraph (a) of this resolution as it section 561 of the Act did not apply to any such allotment, but so that -

- (i) this power shall expire when such authority expires, and
- (ii) this power shall be in addition and without prejudice to any other powers vested in the Directors to allot equity securities

provided that such authority and power shall be without prejudice to the Company's right (exercisable in its absolute discretion) to satisfy any conversion rights in respect of any of the Convertible Loan Notes by the transfer to holders of Convertible Loans Notes exercising such conversion rights of existing ordinary shares held by the Company and/or any subsidiary of the Company (whether or not such ordinary shares are held as 'treasury shares' within the meaning of section 724 of the Act)

Robert M. Aida
Chairman

15th October 2015
Date