

Company Number: 03426416

THE COMPANIES ACT 2006

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PUBLIC COMPANY LIMITED BY SHARES

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RESOLUTIONS

Of

**SciSys plc**  
**("the Company")**

FRIDAY



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"AV5N7V98"

24/06/2011

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COMPANIES HOUSE

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PASSED ON 26 MAY 2011

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At the Annual General Meeting of the Company duly convened and held at Methuen Park, Chippenham, Wiltshire, SN14 0GB on Thursday, 26<sup>th</sup> May 2011 at midday, the following resolutions were passed, in the case of resolutions numbered 1 and 3, as Ordinary Resolutions and, in the case of resolutions numbered 2 and 4 as Special Resolutions.

**RESOLUTIONS**

**Ordinary Resolution**

1. That the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**2006 Act**") and in substitution for and any existing authorities to exercise all the powers of the Company to allot-shares and grant rights to subscribe for, or convert any security into, shares:

- (a) up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the 2006 Act) of £2,421,523; and

- (b) comprising equity securities (as defined in section 560 of the 2006 Act) up to an aggregate nominal amount of £4,843,046 (including within such limit any shares and rights to subscribe for or convert any security into shares allotted under paragraph (a) above) in connection with or pursuant to an offer or invitation by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory.

This authority shall be in substitution for and shall replace any existing authorities and shall expire 15 months from the date of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2012, save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry.

### **Special Resolution**

#### **2. THAT**

- (a) the Directors be and they are hereby empowered pursuant to section 570 and 573 of the Companies Act 2006 (the "**2006 Act**") to:
  - (i) allot equity securities (as defined in section 560 of the 2006 Act) of the Company for cash pursuant to the authority conferred by resolution 1; and
  - (ii) to sell ordinary shares (as defined in section 560 of the 2006 Act) held by the Company as treasury shares for cash:

as if section 561 of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (A) in connection with or pursuant to an offer or invitation (but in the case of the authority granted under resolution 1(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors

consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical problems which may arise under the laws of, or the requirements of, any—regulatory body or stock exchange in any territory or otherwise howsoever; and

- (B) in the case of the authority granted under resolution 1 (a) above, and otherwise than pursuant to paragraph (i) of this resolution, for cash up to an aggregate nominal amount of £362,581 being 5% of the Company's issued ordinary share capital (excluding treasury shares) as at the date of this circular.

and this power shall expire 15 months from the date of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2012, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and notwithstanding such expiry the Directors may allot equity securities, or sell treasury shares, in pursuance of such offers or agreements; and

- (b) all authorities previously conferred under sections 70 and 73 of the 2006 Act be and they are hereby revoked, provided that such revocation shall not have retrospective effect.

### **Ordinary Resolution**

3. THAT the Directors be and they are hereby authorised:

- (a) to exercise the power contained in Article 145 of the Articles of Association of the Company so that, to the extent determined by the Directors, the holders of Ordinary Shares be permitted to elect to receive new Ordinary Shares in the capital of the Company, credited as fully paid, instead of all or part of any interim or final dividend for the year ending 31 December 2011 which may be declared or recommended by the Board on or before the Annual General Meeting to be held in 2012;
- (b) to capitalise that appropriate nominal amount of additional Ordinary Shares falling to be allocated pursuant to elections made aforesaid and any premium thereon out of the amounts standing to the credit of reserves of the Company, to apply such sums in paying up such Ordinary Shares and to allot such Ordinary Shares to members of the Company validly making such elections.

## Special Resolution

4. THAT the Company be and it is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "**2006 Act**") to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of Ordinary Shares of 25 pence each of the Company provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be acquired is 2,871,641 (representing approximately 9.9 per cent. of the Company's issued ordinary share capital (excluding treasury shares));
- (b) the minimum price (exclusive of expenses) which may be paid for any such share is the lower of:
  - (i) 10 per cent. below the average of the middle market quotations for an Ordinary Share as derived from the AIM section of the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the share is contracted to be purchased; and
  - (ii) 25 pence, being the nominal value of an Ordinary Share; and
- (c) the maximum price (exclusive of expenses) which may be paid for any such share is an amount equal to 10 per cent. above the average of the middle market quotations for an Ordinary Share as derived from the AIM section of the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the share is contracted to be purchased; and
- (d) the authority hereby conferred shall expire 15 months from the date of this Resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2012, except that a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of shares may be made in pursuance of any such contract.

Chairman

