



A08 *A1CNH94G* 07/07/2012 #407
COMPANIES HOUSE

Company No: 03967805

RESOLUTIONS

of

TANGENT COMMUNICATIONS PLC
(the "Company")

(passed on 26 June 2012)

At the Annual General Meeting of the Company duly convened and held at Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR on 26 June 2012 at 11 a.m. the following resolutions of the Company were duly passed, as ordinary resolutions (in the case of resolutions 1 to 7) and as a special resolution (in the case of resolution 8), by the members entitled to attend and vote at the meeting

ORDINARY RESOLUTIONS

- 1 To receive the accounts and the reports of the directors and the auditors for the financial year ended 28 February 2012
- 2 To declare a final dividend for the financial year ended 28 February 2012 of 0.2 pence per ordinary share
- 3 To re-elect Kevin Cameron as a director (who is retiring and is eligible for re-appointment in accordance with the Company's articles of association)
- 4 To re-elect Michael Green as a director who having been appointed as a director since the last Annual General Meeting is retiring and is eligible for re-appointment in accordance with the Company's articles of association
- 5 To re-appoint UHY Hacker Young LLP as auditors of the Company from the conclusion of this Meeting until the conclusion of the next general meeting at which accounts are laid before the shareholders and to authorise the directors to fix the auditors' remuneration
- 6 That the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) provided that
 - (a) this authority shall be in substitution for any equivalent authority which may have been given to the directors prior to the date of the passing of this resolution (save to the extent that the same is exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require equity securities to be allotted on or after that date), and
 - (b) this authority shall be limited to equity securities up to an aggregate nominal amount of £485,548,
 - (c) This authority is to expire 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first (unless previously renewed, varied or revoked by the Company in general meeting) except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after

R10

such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this authority had not expired

SPECIAL RESOLUTIONS

7 That, subject to the passing of resolution 7, the directors be and are generally empowered pursuant to section 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash or by way of a sale of treasury shares pursuant to the authority conferred by resolution 7, provided that this power - R11

- (a) expires 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first (unless previously renewed, varied or revoked by the Company in general meeting), except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of such an offer or agreement as if this authority had not expired, and
- (b) is limited to -
 - (i) allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of Shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings of Shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient -
 - (1) to deal with equity securities representing fractional entitlements or in relation to treasury shares, and
 - (2) to deal with legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, and
 - (ii) the allotment of equity securities for cash pursuant to the authority granted under resolution 7 above otherwise than pursuant to paragraph 7(b) of this resolution up to an aggregate nominal amount of £88,222

This authority shall be in substitution for any equivalent authority which may have been given to the directors prior to the date of the passing of this resolution (save to the extent that the same is exercisable by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares in the company to be granted on or after that date)


DIRECTOR