

ANNUAL GENERAL MEETING RESOLUTIONS

of

365 AGILE GROUP PLC
(the "Company")

FRIDAY



A18 *A5A9Z93N* 01/07/2016 #267
COMPANIES HOUSE

At an Annual General Meeting of the Company duly convened and held on 29 June 2016 at 9 00 a m the following special business resolutions were duly passed

Special Business

- 6 THAT, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") up to an aggregate nominal amount of £1,891,407 representing approximately one third of the Company's issued ordinary share capital, provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement 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 this authority had not expired
- 7 THAT, conditional on the passing of resolution 6, the directors be and they are empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority of the directors under section 551 of the Act conferred by resolution 6 above, and/or by way of a sale of treasury shares for cash (by virtue of section 573 of the Act), in each case as if section 561(1) of the Act did not apply to any such allotment provided that
 - a the power conferred by this resolution shall be limited to
 - 1 the allotment of equity securities and the sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities
 - 1 in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them, and
 - 2 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 deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depositary

receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever,

- ii in the case of the authority granted under resolution 6 and/or in the case of treasury shares for cash, the allotment (otherwise than pursuant to sub-paragraph 7 a i above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £851,133 (representing approximately 15 per cent of the Company's issued ordinary share capital), and

- b unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the directors may allot equity securities (and/or sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired

8 THAT the Company be, and is hereby, unconditionally and generally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 30 pence each in the capital of the Company ("**Ordinary Shares**") on such terms and in such manner as the directors shall determine, provided that

- a the maximum aggregate number of Ordinary Shares that may be purchased is 1,891,407 (representing approximately 10 per cent of the issued ordinary share capital of the Company),
- b the minimum price (excluding expenses) which may be paid for each Ordinary Share is 30 pence,
- c the maximum price (excluding expenses) which may be paid for each Ordinary Share is an amount equal to 105 per cent of the average of the closing middle market price for an Ordinary Share as derived from the AIM appendix to the London Stock Exchange's Daily Official List for the five business days immediately prior to the day the purchase is made,
- d this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company unless previously revoked, varied or renewed, and
- e the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares pursuant to any such contract as if such authority had not expired



Chairman
365 Agile Group plc
29 June 2016