



A09 *A68QSWN6* #377
16/06/2017
COMPANIES HOUSE

Company Number: 4958332

ANNUAL GENERAL MEETING RESOLUTIONS

of

365 AGILE GROUP PLC (the "Company")

At an Annual General Meeting of the Company duly convened and held on 15 June 2017 at 11.00 a.m. the following special business resolutions were duly passed:

Special Business

- 5 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 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 £1,891,407.30 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.
- 6 THAT, conditional on the passing of resolution 5, 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 5 above, 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:
 - i. the allotment of equity securities 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 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 5, the allotment (otherwise than pursuant to sub-paragraph 6.a.i above) of equity securities up to an aggregate nominal amount of £567,422.19 (representing approximately 10 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 after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.



Chairman
365 Agile Group plc
15 June 2017