

Company Number: 05116780

PLANT HEALTH CARE PLC
("Company")

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

(passed on 11 May 2017)

At an annual general meeting of the above named Company duly convened and held at the offices of DWF LLP, 20 Fenchurch Street, London EC3M 3AG on 11 May 2017 at 9.00 a.m., resolutions 1 to 5 (inclusive) were duly passed as ordinary resolutions and resolutions 6 and 7 were duly passed as special resolutions:

ORDINARY RESOLUTIONS

1. **THAT** the Company's annual accounts for the financial year ended 31 December 2016, together with the Directors' report and the auditors' report on those accounts, be received and adopted.
2. **THAT** Dr Richard Webb, who retires by rotation, be re-elected as a Director pursuant to the Articles of Association of the Company.
3. **THAT** BDO LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting at which the accounts are laid before the Company.
4. **THAT** the Directors be authorised to agree and fix the auditors' remuneration.
5. **THAT**, in accordance with section 551 of the Companies Act 2006 (and so that expressions used in this resolution shall, unless the context requires otherwise, bear the same meanings as in the said section 551), the Directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to a maximum aggregate nominal amount of £492,742 to such persons and at such times and on such terms as they think proper, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire at the end of the next annual general meeting of the Company to be held after the date on which this resolution is passed, save that the Company be and is hereby authorised, before such expiry, to make any offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such period and the Directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding the expiry of the authority conferred by this resolution 5. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006 but without prejudice to any allotment of shares in the Company or the granting of Rights already made or agreed to be made pursuant to such authorities.



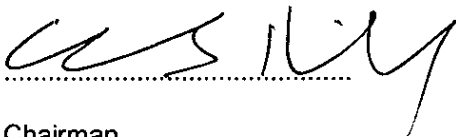
SPECIAL RESOLUTIONS

6. **THAT**, subject to the passing of resolution 5 and in accordance with section 570 of the Companies Act 2006, the Directors of the Company be and are given the general power to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 5 above or by way of a sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors of the Company may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
 - (b) the allotment (otherwise than pursuant to paragraph (a) of this resolution 6) of equity securities up to an aggregate nominal amount of £295,645.

The power granted by this resolution 6 will expire at the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company in general meeting prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution 6 has expired. This resolution 6 revokes and replaces all unexercised powers previously granted to the Directors of the Company to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

7. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of the Companies Act 2006) of ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 14,782,288;
 - (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is £0.01 per share, being the nominal amount thereof;
 - (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of (i) an amount equal to 105% of the average of the middle market quotations of an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System;

- (d) the authority hereby conferred shall (unless previously renewed or revoked) expire at the earlier of the end of the next annual general meeting of the Company and the date which is 15 months after the date on which this resolution is passed;
- (e) the Company may make a contract to purchase its Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority, and where such contract will or may be executed wholly or partly after the expiry of such authority the Company may make a purchase of its own Ordinary Shares in pursuance of any such contract; and
- (f) Ordinary Shares purchased pursuant to the authority conferred by this resolution shall be either: (i) cancelled immediately upon completion of the purchase; or (ii) be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.

A handwritten signature in black ink, appearing to be 'ASILY', written over a dotted line.

Chairman

Date: 11 May 2017