

**Company No. 5352525**

The Companies Act 2006 as amended

Public Company Limited by shares

Ordinary and Special Resolutions of



## **Byotrol plc**

At the Annual General Meeting of the above-named Company duly convened and held on the 21st day of September 2018 the following resolutions were passed as to the Resolutions numbered 1 to 5 as Ordinary Resolutions and as to the Resolution numbered 6 as a Special Resolution:

### **Ordinary Resolutions**

1. To receive and adopt the Company's annual accounts for the financial year ended 31 March 2018 together with the directors' report, and the auditors' report on those accounts.
2. To re-appoint Till Medinger in accordance with article 32.3 of the articles of association of the Company who retires and, being eligible, offers himself for election as a director.
3. To re-appoint Trevor Francis in accordance with article 32.3 of the articles of association of the Company who retires and, being eligible, offers himself for election as a director.
4. To appoint Mazars LLP as auditors of the Company from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the directors to fix their remuneration.
5. THAT, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "Act") to allot a number of shares in the Company or grant rights to subscribe for or to convert any security into such number of shares in the Company ("Rights") as is equal to two-thirds of the total number of shares of the Company in issue as at 21 September 2018, comprising:
  - (a) such number of shares or Rights in the Company as is equal to one-third of the total number of shares of the Company in issue as at 21 September 2018 to

such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company); and further

- (b) such number of shares or Rights in the Company as is equal to one-third of the total number of shares of the Company in issue as at 21 September 2018 in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory,

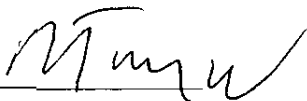
PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require shares to be allotted or Rights to be granted (as the case may be) after the expiry of such period and the directors of the Company may allot shares or grant Rights (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

### **Special Resolution**

- 6. THAT, subject to and conditional upon the passing of the resolution numbered 5 in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 5 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to:
  - (a) the allotment of equity securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of, any recognised regulatory body in any territory; and

- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) a number of equity securities as is equal to 15 per cent of the total number of shares of the Company in issue as at 21 September 2018

and shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the Company may 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 offer or agreement as if the power conferred hereby had not expired.

  
(Director)