

Scientific Digital Imaging PLC

(incorporated in England & Wales with registered number 6385396)

Annual General Meeting of Scientific Digital Imaging plc held at the offices of Mills & Reeve LLP at Botanic House, 100 Hills Road, Cambridge CB2 1PH on 26 September 2017 the following resolutions were passed:

Ordinary Resolutions

1. Report and accounts

To receive and approve the Directors' report, the audited accounts and independent auditors' report for the period ended 30 April 2017.

2. Re-appointment of auditors

To:

(a) reappoint Messrs Grant Thornton UK LLP as auditors of the Company until the conclusion of the next Annual General Meeting of the Company at which accounts are laid before the members; and

(b) authorise the Directors to determine the auditors' remuneration.

3. Appointment of a Director

To re-appoint as a Director Ms Isabel Napper who retires in accordance with Article 81 of the Company's Articles of Association ("**Articles**") and is entitled to be re-appointed in accordance with Article 87 of the Articles.

4. Appointment of a Director

To re-appoint as a Director Mr David Tilston who retires in accordance with Article 81 of the Company's Articles and is entitled to be re-appointed in accordance with Article 87 of the Articles.

5. Directors' authority to allot shares

That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 Companies Act 2006 ("**CA 2006**") and in substitution for any existing authority conferred on them to exercise all the powers of the Company to allot shares in the Company, and/or grant rights for or to convert any security into shares in the Company, up to an aggregate nominal amount of £296,000 (being the nominal value of approximately one third of the issued share capital of the Company) to such persons at such times and on such terms as they think proper, provided that the authorities conferred by this resolution expire (unless revoked, varied or renewed) at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 21



December 2018, save that the Company may in accordance with s551(7) CA 2006, prior to the expiry of such period, make any offer or agreement which requires or might require relevant securities to be allotted after the expiry of such period, and the Directors may allot such shares pursuant to such offer or agreement notwithstanding such expiry.

Special Resolutions

6. First dis-application of statutory pre-emption rights

That subject to and conditional on resolution 5 being passed, the Directors be generally authorised in accordance with section 570 CA 2006 to allot equity securities (as defined in CA 2006) for cash, and/or to sell ordinary shares held by the Company as treasury shares for cash, under the authority given by resolution 5 as if section 561 CA 2006 did not apply to any such allotment or sale, such authority to be limited to:

- (a) the allotment of equity securities in connection with an issue or offer of equity securities by way of rights or otherwise open for acceptance for a period fixed by the Directors in favour of holders of equity securities and any other persons entitled to participate in such issue or offer in proportion (as nearly as may be) to the respective numbers of equity securities held by or deemed to be held by them on the record date for such allotment (which shall include the allotment of equity securities to any underwriter in respect of such issue or offer), subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or practical problems arising under the laws of any overseas territory or the requirements of any regulatory authority or body or any stock exchange in any territory; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £44,432.09 (being the nominal value of approximately 5% of the issued share capital of the Company),

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 21 December 2018) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

7. Second dis-application of statutory pre-emption rights

That subject to and conditional on resolution 5 being passed, the Directors be generally authorised in accordance with section 570 CA 2006, in addition to any authority granted under resolution 6 above, to allot equity securities (as defined in CA 2006) for cash, and/or to sell ordinary shares held by the Company as treasury shares for cash, under the authority given by resolution 5 as if section 561 CA 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £44,432.09 (being the nominal value of approximately 5% of the issued share capital of the Company); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 21 December 2018) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

By order of the Board dated 26 September 2017

Scientific Digital Imaging plc
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Nuffield Road
Cambridge
CB4 1TF



Michael John Creedon
Chief Executive Officer