

Company number: 07892904

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
VORDERE PLC (the "Company")

FRIDAY



Passed 13 September 2017

At the Annual General Meeting of Vordere PLC duly convened at Vistra (UK) Limited, 3rd Floor, 11-12 St. James's Square, London SW1Y 4LB on 13 September 2017, the following ordinary and special resolutions were duly passed:

Ordinary Resolution

9. DIRECTORS' AUTHORITY TO ALLOT SHARES

In addition to the existing authority obtained on 24 April 2017, to authorise the Directors generally and unconditionally 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 shares or to convert any security into shares of the Company being "relevant securities"):

- a) up to an aggregate nominal amount of £1,136,610;
- b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further aggregate nominal amount of £1,136,610 in connection with an offer by way of a rights issue;

provided that unless previously revoked, varied or extended, this authority shall expire on the date of the next Annual General Meeting of the Company after the passing of this Resolution save that the Company may 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 the authority conferred hereby had not expired.

Special resolutions

10. DISAPPLICATION OF PRE-EMPTION RIGHTS

In addition to the existing authority obtained on 24 April 2017, to authorise the Directors, subject to passing of Resolution 9, be pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company wholly for cash pursuant to the authority under Section 551 of the Act conferred by Resolution 9 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 said 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 and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:
 - (A) 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
- (B) to the 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 depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (ii) the allotment (otherwise than under sub-paragraph (i) above) of equity securities or sale of treasury shares up to an aggregate nominal value equal to £170,492 (representing 5% of the issued share capital for the time being); and
- b) unless previously revoked, varied or extended, this power shall expire on the date of the next Annual General Meeting of the Company after the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry in pursuance of such an offer or agreement and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

11. DISSAPPLICATION OF PRE-EMPTION RIGHTS FOR ACQUISITIONS AND OTHER CAPITAL INVESTMENT

In addition to the existing authority obtained on 24 April 2017, to authorise the Directors, subject to the passing of Resolution 9, and in addition to any authority granted under Resolution 10, to allot equity securities (as defined in Section 560(1) of the Act) for cash pursuant to the authority given by Resolution 9 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Act, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be:

- a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £170,492; 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 of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in May 2016 prior to the date of this notice,

such authority to expire at the conclusion of the Company's next annual general meeting, save that the Company may, before such expiry, make offers and enter into agreements during this period which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Board may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

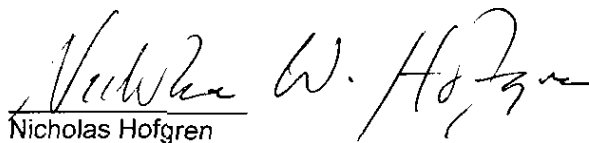
12. CALLING OF GENERAL MEETINGS ON 14 DAYS' NOTICE

To permit the calling of a general meeting other than an annual general meeting on not less than 14 clear days' notice, provided that this authority shall expire at the end of the next Annual General Meeting of the Company.

13. AUTHORISE TO PURCHASE ITS OWN SHARES

To authorise the Company generally and unconditionally 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 provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 17,049,154;
- (b) the minimum price which may be paid for an ordinary share is £0.02 per ordinary share;
- (c) the maximum price which may be paid for an ordinary share is an amount equal to the higher of: (i) 105% of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; or (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Commission Delegated Regulation C(2016) 1357 adopted pursuant to Article 5(6) of the Market Abuse Regulation;
- (d) unless previously renewed, varied or revoked, this authority shall continue for a period expiring at the conclusion of the Company's next annual general meeting, save that the Company may make a contract or contracts to purchase ordinary shares under this authority before the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority.


Nicholas Hofgren
Chairman