

Company number: 07892904

WEDNESDAY



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31/05/2017

#138

COMPANIES HOUSE

**The Companies Act 2006**  
**Ordinary and Special Resolutions**

of

**ACORN GROWTH PLC**

At a general meeting of the Company held on 24 April 2017, the following ordinary and special resolutions were passed:

**Ordinary Resolution**

1. THAT, in addition to any existing authorities, in accordance with section 551 of the Companies Act 2006 (the "Act"), the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot and grant rights to subscribe for or to convert any security into:

*already  
actioned*

- a. ordinary shares of £0.02 each in the capital of the Company up to an aggregate nominal amount of £2,117,647.10 in connection with offer(s) for subscription;
- b. ordinary shares of £0.02 each in the capital of the Company for cash up to an aggregate nominal amount representing 10% of the issued ordinary share capital from time to time;
- c. up to 117,647,059 ordinary shares of £0.02 each in the capital of the Company in consideration for the acquisition of the Properties (as defined in a Circular to shareholders dated 28 March 2017);

and that, in connection with the use of the authority, the directors may pay commission(s) including in the form of fully or partly paid shares in accordance with the Articles of Association of the Company; and provided that this authority shall, unless renewed, extended, varied or revoked by the Company, expire on the later of the date of the next annual general meeting of the Company and 24 April 2018 save that the Company may, before such expiry, make offers or agreements which would or might require Ordinary Shares to be allotted and the directors may allot Ordinary Shares in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired.

**Special Resolutions**

2. THAT, in accordance with section 570(1) of the Act, the directors be and are hereby given power to allot or make offers or agreements to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities conferred by resolution 1 above as if section 561 of the Act did not apply to any such allotment, and so that:

*already  
actioned*

- a. reference to the allotment in this resolution shall be construed with section 560 of the Act, and
- b. the power conferred by this resolution shall enable the Company to make offers or agreements before the expiry of the said power which would or might require equity securities to be allotted after the expiry of the said power and the directors may allot

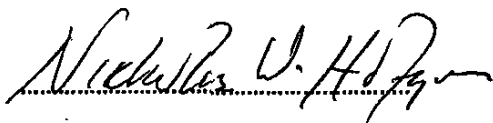
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equity securities in pursuance of such offers or agreements notwithstanding the expiry of such power.

3. THAT, subject to the approval of the High Court of Justice, the amount standing to the credit of the share premium account of the Company, at the date the court order is made confirming such cancellation, be and is hereby cancelled.

~~4. THAT, the name of the Company be changed to "Vordere plc"~~

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Chairman