

ORDINARY AND SPECIAL RESOLUTIONS

OF

CENTRALNIC GROUP PLC ("Company")

Passed on 25 June 2018

WEDNESDAY



A19 *A7CV1V8I* 22/08/2018 #269
COMPANIES HOUSE

At an annual general meeting of the Company duly convened and held at the offices of Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW on 25 June 2018 at 10.00 a.m., the following resolutions were duly passed as ordinary (1 to 7) and special resolutions (8 and 9):

ORDINARY RESOLUTIONS

1. TO receive and adopt the audited accounts for the year ended 31 December 2017, together with the reports of the Directors and the Auditors thereon.
2. TO receive the Directors' remuneration report for the year ended 31 December 2017.
3. THAT Tom Pridmore, having retired as required by the Company's Articles of Association as part of a 3 year rotation, be re-elected as a Director of the Company.
4. THAT Donald Baladasan, having retired as required by the Company's Articles of Association as part of a 3 year rotation, be re-elected as a Director of the Company.
5. THAT Crowe Clark Whitehill LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting of the Company.
6. THAT the Directors be authorised to fix the auditors' remuneration.
7. THAT, pursuant to the provisions of section 551 of the Companies Act 2006 ("Act"), the Directors of the Company be and are hereby generally and unconditionally authorised (in addition to but not in substitution for all previous authorities conferred upon the Directors of the Company pursuant to section 551 of the Act but without prejudice to the allotment of any relevant securities already made or offered or agreed to be made pursuant to such authorities) to exercise all or any of the powers of the Company to allot or grant rights to subscribe for relevant securities (within the meaning of section 560(1) of the Act) of up to an aggregate nominal value equal to £32,000 (equivalent to 32,000,000 Ordinary Shares), to such persons at such times and generally on such terms and conditions as the Directors of the Company may determine (subject always to the articles of association of the Company) provided that this authority, unless it is (prior to its expiry) duly revoked or varied or is renewed, shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the passing of this resolution, save that the Directors of 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 of the Company may allot relevant securities in

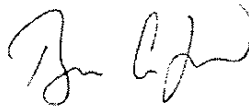
pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

8. THAT, subject to and conditional upon the passing of Resolutions 7 above and 9 below and in addition but not in substitution for all existing and unexercised authorities and powers, the Directors of the Company be empowered pursuant to section 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by Resolution 7 above in the Notice 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 including the sale of treasury shares (in either case, other than pursuant to the paragraph below) up to an aggregate nominal amount equal to £9,600 (equivalent to 9,600,000 Ordinary Shares); and
 - (b) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of Ordinary Shares on the register of members at such record dates as the Directors of the Company may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares in the Company held or deemed to be held by them on any such record dates (which shall include the allotment of equity securities to any underwriter in respect of such issue or offer), subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatever, provided that this authority and power shall expire at the conclusion of the next annual general meeting or, if earlier, 15 months after the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement 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 such offer or agreement as if the power conferred by this resolution had not expired.
9. THAT the Company be and is, pursuant to section 701 of the Companies Act 2006, generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Companies Act 2006) of its Ordinary Shares on such terms and in such manner as the Directors shall determine and to hold such Ordinary Shares as treasury shares provided that:
 - (a) the maximum number of Ordinary Shares hereby authorised to be purchased is limited to an aggregate nominal amount of £9,600 (equivalent to 9,600,000 Ordinary Shares);
 - (b) the maximum price which may be paid for each Ordinary Share shall be the higher of 5 per cent. above the average of the middle market quotations for an Ordinary Share (as derived from The Stock Exchange Daily Official List) for the five business days immediately before the day on which the purchase is made and the higher of the price

of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out, in each case exclusive of expenses;

- (c) the minimum price (exclusive of associated expenses) which may be paid for each Ordinary Share shall be the nominal value of each Ordinary Share; and
- (d) this authority shall expire (unless previously revoked, varied or renewed) on 1 July 2019 or, if sooner, at the end of the next annual general meeting of the Company except in relation to the purchase of Ordinary Shares the contract for which was concluded before such date and which will or may be executed wholly or partly after such date.



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Chairman