

Company Number: 08998697

**THE COMPANIES ACT 2006  
PUBLIC COMPANY LIMITED BY SHARES**

WEDNESDAY



**Notice of Resolutions passed on 26 May 2016 by**

**Allied Minds plc (the "Company")**

At the Annual General Meeting of the Company duly convened and held at 1 pm on 26 May 2016 at DLA Piper UK LLP, 1 London Wall, London, EC2Y 5EA the following Resolutions were duly passed -

**ORDINARY RESOLUTIONS**

**Resolution 12**

That the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to

(a) allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares in the Company ("Rights") up to an aggregate nominal amount of £718,791 21 (being approximately one-third of the Company's existing issued ordinary share capital as at 21 April 2016, being the latest practicable day prior to the publication of this notice of meeting), and

(b) allot equity securities of the Company (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £718,791 21 (being approximately one-third of the Company's existing issued ordinary share capital as at 21 April 2016, being the latest practicable date prior to the publication of this notice of meeting) in connection with an offer by way of a rights issue

provided that (i) such authorities shall expire on the earlier of the conclusion of the Company's annual general meeting to be held in 2017 (the "2017 AGM") and 1 August 2017, and (ii) before such expiry, the Company may make any offer or agreement which would or might require shares or equity securities to be allotted or Rights to be granted after such expiry and the Directors may allot such shares or equity securities and grant such Rights pursuant to any such offer or agreement as if the authority conferred by this Resolution 12 had not expired. These authorities shall be in substitution for all existing authorities under section 551 of the Act granted to the Directors to allot shares or equity securities and grant Rights

For the purposes of this Resolution 12 and Resolution 13 below, "rights issue" means an offer to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class) to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in, or under the laws of, any territory

**Resolution 14**

That, in accordance with section 366 of the Act, the Company and all companies that are subsidiaries of the Company at any time during the period for which this Resolution 14 has effect be and are hereby authorised to incur political expenditure (as defined in section 365 of the Act) not exceeding £50,000 in total during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the Company's 2017 AGM. The amount referred to in this Resolution may comprise one or more sums in different currencies which, for the purposes of calculating any such

amount, shall be converted at such rate as the Directors may, in their absolute discretion, determine to be appropriate

## **SPECIAL RESOLUTIONS**

### **Resolution 13**

That, subject to and conditional on the passing of Resolution 12, the Directors be and are hereby generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560(1) of the Act), payment for which is to be wholly in cash as if section 561(1) of the Act did not apply to any such allotment provided that such power shall be limited to the allotment of equity securities

(a) pursuant to the authority conferred on the Directors by paragraph (a) of Resolution 12, to the allotment of equity securities in connection with any rights issue, open offer or other pre-emptive offer, open for acceptance for a period determined by the Directors, to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings (and, if applicable, to the holders of any other class of equity securities in the capital of the Company in accordance with the rights attached to such class or, subject to such rights, as the Directors otherwise consider necessary), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange, and

(b) pursuant to the authority conferred on the Directors by paragraph (b) of Resolution 12, to the allotment of equity securities in connection with a rights issue to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings (and, if applicable, to the holders of any other class of equity securities in the capital of the Company in accordance with the rights attached to such class or, subject to such rights, as the Directors otherwise consider necessary), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange, and

(c) to the allotment of equity securities (other than pursuant to paragraphs (a) and (b) of this Resolution 13) up to an aggregate nominal amount of £215,637 36, representing approximately 10 per cent of the nominal value of the Company's existing issued ordinary share capital as at 21 April 2016, being the latest practicable date prior to the publication of this notice of meeting

References herein to the allotment of equity securities shall include the sale of treasury shares (within the meaning of section 724 of the Act) The authority given by this Resolution 13 shall expire at such time as the authorities conferred on the Directors by Resolution 12 expire save that, before the expiry of this authority, the Company may make any offer or agreement which would or might require shares or equity securities to be allotted or Rights to be granted after such expiry and the Directors may allot shares or equity securities and grant such Rights pursuant to any such offer or agreement as if the power conferred by this Resolution 13 had not expired

### **Resolution 15**

That the Company generally and unconditionally be authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of the Company's existing issued ordinary share capital on such terms and in such manner as the Directors may from time to time determine, provided that

(a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 21,563,736 shares, being approximately 10 per cent of the Company's existing issued ordinary share capital as at 21 April 2016, being the latest practicable date prior to the publication of this notice of meeting,

(b) the minimum price (exclusive of expenses) that may be paid is one pence for each ordinary share being the nominal value thereof,

(c) the maximum price (exclusive of expenses) which may be paid for such shares for so long as the Company's ordinary shares are listed on the Official List shall be the higher of (i) an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately before the purchase is made, and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 15 will be carried out),

(d) the authority hereby conferred shall (unless previously renewed, varied or revoked) expire on the earlier of the Company's 2017 AGM and 1 August 2017, and

(e) the Company may enter into a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of any such contract as if this authority had not expired

#### **Resolution 16**

That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice