

A09 \*A7FCF89K\* #492  
27/09/2018  
COMPANIES HOUSE

**Orient Telecoms plc ('the Company')**  
**Company Number 10028222**  
**The Companies Act 2006**  
**Company limited by shares**

**Extract of Resolutions passed at the Annual General Meeting of the Company**

The following Ordinary Resolution was duly passed on a show of hands with requisite majority by the Company on 12 September 2018:


***Authority to allot shares***

5. 'That the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006, in substitution for all existing authorities to the extent unused, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
- (a) up to an aggregate nominal amount of £100,000;
  - (b) up to a further aggregate nominal amount of £100,000 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of shares held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, 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; and
  - (c) provided that the authority hereby conferred shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next Annual General Meeting of the Company, whichever occurs first (unless previously revoked or varied by the Company in general meeting), save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the Directors, may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied'.

The following Special Resolutions were duly passed on a show of hands with requisite majority by the Company on 12 September 2018:

***Disapplication of pre-emption rights***

6. 'That if resolution 5 is passed, the Board be authorised in addition to any authority granted under resolution 5 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 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 a nominal amount of £10,000; 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 Board of the Company determines 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 15 months after the date of the passing of this resolution or at the conclusion of the next Annual General Meeting of the Company, whichever occurs first (unless previously revoked or varied by the Company in general meeting) 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired'.

7. 'That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to purchase ordinary shares of the Company of £0.10 each in the capital of the Company provided that:

(a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 1,000,000 representing approximately 10% of the issued ordinary share capital of the Company as at 30 August 2018;

(b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is £0.10;

(c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than 5% above the average of the market values for an ordinary share as derived from the Nasdaq First North Copenhagen Exchange's Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased;

(d) unless previously renewed, varied or revoked by the Company in general meeting, the authority hereby conferred shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next Annual General Meeting of the Company, whichever occurs first (unless previously revoked or varied by the Company in general meeting); and

(e) the Company may make a contract or contracts to purchase ordinary shares under the authority conferred by this resolution 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 ordinary shares in pursuance of any such contract or contracts.



Peter Driver

For London Registrars Ltd

Company Secretary to Orient Telecoms plc