

Special Resolutions passed at a general meeting of El Albarico plc (the "Company")

(Incorporated in England & Wales with registered number 10908794)

held at The Annexe, The Gables, Potters Green, Ware SG12 0III

on 30th January 2018 at 11:00am

THURSDAY



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COMPANIES HOUSE

Special resolutions

5. That the Company's name be changed to Nous Global plc.
6. That the Directors be given the general power to allot equity securities (as defined by section 560 Companies Act 2006) for cash pursuant to the authority conferred by resolution 4, as if section 561(1) Companies Act 2006 did not apply to any such allotment. This power is limited to:
 - 6.1 the allotment of equity securities in connection with an offer of equity securities by way of a rights issue only:
 - 6.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 6.1.2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary; and
 - 6.2 the allotment (otherwise than pursuant to paragraph 6.1.1) of equity securities up to an aggregate nominal amount of £801,000.60 to satisfy the purchase Consideration for the Acquisition.
 - 6.3 the allotment (otherwise than pursuant to paragraph 6.1.1) of equity securities up to an aggregate nominal amount of £5,000,000.
 - 6.4 The power granted by this resolution will expire on the earlier of the conclusion of the Company's Annual General Meeting to be held in 2018 or 31 December 2018 (unless renewed, varied or revoked by the Company prior to or on such date) except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and
 - 6.5 this resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if either section

89(1) Companies Act 1985 or section 561(1) Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

A handwritten signature in black ink, appearing to read 'Mike Hirschfield', with a stylized flourish at the end.

Mike Hirschfield

Chairman

30 January 2018



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 10908794

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

EL ALBARICO PLC

a company incorporated as public limited by shares; having its registered
office situated in England and Wales; has changed its name to:

NOUS GLOBAL PLC

Given at Companies House on **7th February 2018**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**