

COMPANY NO. 2891368

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
GETECH GROUP PLC

FRIDAY



A29 *A73RN3UP* #97
13/04/2018
COMPANIES HOUSE

Passed on 10 April 2018

At the annual general meeting of the above named Company duly convened and held at Kitson House, Elmete Hall, Elmete Lane, Leeds LS8 2LJ, the following ordinary and special resolutions were duly proposed and passed:

ORDINARY RESOLUTION

9. To authorise the board generally and unconditionally pursuant to Section 551 of the Companies Act 2006 (**Act**) to exercise all 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 (**Rights**):
- 9.1 up to an aggregate nominal amount of £31,303.01 (being one-third of the issued share capital of the Company as at the close of business on 27 February 2018 (**Latest Practicable Date**)); and
- 9.2 comprising equity securities (within the meaning of Section 560 of the Act) up to an aggregate nominal amount of £62,606.03 (after deducting from such amount any shares allotted under the authority conferred by virtue of resolution 9.1) in connection with or pursuant to a Rights Issue (as defined below),

provided that:

- (a) such authorities shall expire on the earlier of either midnight on 10 July 2019 or the date of the next annual general meeting of the Company after the passing of this resolution unless varied, revoked or renewed by the Company in a general meeting (save that the board may, before the expiry of the authorities granted by this resolution, make a further offer or agreement that would or might require shares to be allotted or Rights to be granted after such expiry and the board may allot shares and grant Rights in pursuance of such an offer or agreement as if the authorities conferred by this resolution had not expired); and
- (b) the authorities granted by this resolution are in substitution for all previous authorities granted to the Directors to allot shares and grant Rights which (to the extent that they remain in force and unexercised) are revoked but without prejudice to any allotment or grant of Rights made or entered into prior to the date of resolution 9.

For the purposes of resolution 9, 'Rights Issue' means an offer or invitation to: i) holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on the record date for such allotment, and ii) holders of other classes of equity securities if this is required by the rights of such securities (if any) or, if the Directors of the Company consider necessary, as permitted by the rights of those securities, to subscribe for further securities, but subject in both cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties that may arise under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatever.

SPECIAL RESOLUTIONS

10. To empower the board (subject to the passing of resolution 9) pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred upon them by resolution 9 or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act as if Section 561(1) and sub-sections (1)–(6) of Section 562 of the Act did not apply to any such allotment, provided that this power shall be limited to:
- 10.1 the allotment of equity securities in connection with or pursuant to a Rights Issue (as defined in resolution 9); and
- 10.2 the allotment (otherwise than pursuant to sub-paragraph 10.1 above) of equity securities up to an aggregate nominal value of £14,085.91 (being 15% of the issued share capital of the Company as at the Latest Practicable Date); and

the authorities given by resolution 10 shall expire on the earlier of either midnight on 10 July 2019 or the date of the next annual general meeting after the passing of this resolution, unless renewed or extended prior to such expiry, save that the Company may, before the expiry of any power contained in this resolution, make a further offer or agreement that would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such offer or agreement as if the powers conferred by this resolution had not expired.

11. To authorise the Company generally and unconditionally for the purpose of Section 701 of the Act to make one or more market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares provided that:
- 11.1 the maximum aggregate number of Ordinary Shares authorised by this resolution to be purchased is 3,756,361 (representing approximately 10% of the Company's issued share capital as at the Latest Practicable Date);
- 11.2 the minimum price that may be paid for such Ordinary Shares is 0.25p per share (exclusive of expenses);
- 11.3 the maximum price (exclusive of expenses) that may be paid for an Ordinary Share is the higher of a) 5% above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the Ordinary Share is purchased or b) the higher of the price quoted for i) the last independent trade of or ii) the highest current independent bid for any number of Ordinary Shares on the trading venue where the purchase is carried out; and
- 11.4 unless previously revoked or varied, the authority conferred by this resolution shall expire on the earlier of either midnight on 10 July 2019 or the date of the next annual general meeting of the Company after the passing of this resolution, save that the Company may, before such expiry, make a contract or contracts to purchase Ordinary Shares after such expiry as if the power conferred by this resolution had not expired.



Andrew Darbyshire, Company Secretary