

WEDNESDAY



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27/07/2016

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COMPANIES HOUSE

ACAL PLC

Company Number 2008246

The following resolutions were passed as Special Resolutions at the Annual General Meeting of Acal plc held on 26 July 2016

- 1 That, in substitution for all existing authorities, the authority conferred on the Directors by Article 7.3 of the Company's Articles of Association be renewed (unless previously renewed, varied or revoked) for a period ending on the earlier of the date of the Company's next Annual General Meeting or on 25 October 2017 and, for that period, the Section 561 Amount is £160,618
- 2 That, in addition and without prejudice to the authority renewed in Resolution 13 above, the Directors be and are unconditionally authorised to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company in connection with an acquisition by the Company or specified capital investment up to an aggregate nominal amount of £160,618 provided that this authority shall expire on the earlier of the date of the Company's next Annual General meeting or 25 October 2017 save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement, as if the power conferred hereby had not expired

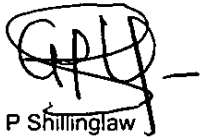
For the purpose of this Resolution "specified capital investment" means one or more specific capital investment related uses for the proceeds of an issuance of equity securities in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return

- 3 That, subject to the passing of Resolution 12 above, the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the said Act) for cash pursuant to the authority conferred by Resolution 10 above as if sub-section (1) of Section 561 of the said Act did not apply to any such allotment provided that this power shall expire on the earlier of the date of the Company's next annual General Meeting or 25 October 2017 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired
- 4 That, subject to the provisos hereto, the Company be and is hereby generally authorised to purchase any of its own ordinary shares of five pence each by market purchase (as defined by Section 693 (4) of the Companies Act 2006) provided always that the power shall
 - a be limited to a purchase or purchases up to an aggregate of 6,424,733 issued ordinary shares of five pence each of the Company, representing approximately 10 per cent of the Company's issued share capital,
 - b be limited to a purchase or purchases at a price per ordinary share (exclusive of dealing and other incidental costs and stamp duty) not below five pence and not above an amount equal to the higher of (i) 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased, and (ii) that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003 (EC 2273/2003),

and

- (c) unless renewed, varied or revoked by the Company in general meeting expire on the earlier of the date of the Company's next Annual General Meeting or 25 October 2017 and the Company may make a purchase of its own shares in accordance with this authority after the expiry of the said time limit imposed above where the contract of purchase is concluded before such authority expires and the Company is hereby permitted to make a contract of purchase which would or might be executed wholly or partly after the authority shall have expired

- 5 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice

A handwritten signature in black ink, appearing to read 'G P Shillinglaw', with a horizontal line extending from the end of the signature.

G P Shillinglaw
Company Secretary
26 July 2016