

Company number 02425189

RESOLUTIONS

OF

SUTTON HARBOUR HOLDINGS PLC (Company)

Passed on 10 December 2018

The following resolutions were duly passed at a general meeting of the Company held at 10 a.m. on 10 December 2018.

ORDINARY RESOLUTION

1. **THAT** the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "**2006 Act**") 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 such shares (all of which transactions are hereafter referred to as an allotment of "**relevant securities**");
 - (a) up to 10,344,951 Open Offer Shares; and
 - (b) up to a further aggregate nominal amount of £115,944.07,in each case for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

2. **THAT**, conditional upon Resolution 1 being passed, the Directors be and are hereby empowered pursuant to the Articles and section 570 of the 2006 Act, to allot equity securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 1 above as if section 561 of the 2006 Act did not apply to any such allotments. Such power shall, subject to the continuance of the authority conferred by Resolution 1, expire 15 months after the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, but may be previously revoked or varied from time to time by Special Resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied. This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Signed.....

Company secretary

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A16 06/08/2019 #271
COMPANIES HOUSE
A89XC1V4
A22 17/07/2019 #9
COMPANIES HOUSE