

Company Number: 3517191

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

RICHOUX GROUP PLC (the "Company")

Passed 9 June 2017

At the annual general meeting of the Company, duly convened and held at 11 a.m. on 9 June 2017 at Dechert LLP, 160 Queen Victoria Street, London, EC4V 4QQ, the following resolutions were duly passed, as to resolution 1 as an ordinary resolution and as to resolutions 2 and 3 as special resolutions:

SPECIAL BUSINESS

Ordinary Resolution

1. THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- 1.1 up to an aggregate maximum nominal amount of £1,400,208; and
- 1.2 in addition to the authority referred to in paragraph 1.1, up to a further maximum aggregate nominal amount of £1,400,208 in connection with an offer by way of a rights issue:
 - 1.2.1 to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - 1.2.2 to holders of other equity securities as required by the rights of those securities or, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange,

and such authorities shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2018 (unless such authority is revoked, varied, renewed or extended at



or prior to such time) save that before the expiry of such authority, the Directors of the Company may make an offer or agreement which would or might require the allotment of shares in the Company or the grant of rights to subscribe for or convert any security into shares in the Company after such expiry and the Directors of the Company may act in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall replace all existing authorities to allot any shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company previously granted to the Directors pursuant to section 551 of the Act (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

Special Resolutions

2. THAT the Directors of the Company be and are hereby empowered 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 by resolution 1 above or by way of sale of treasury shares as if section 561 of the Act did not apply to such allotment provided that this power shall be limited to:


2.1 the allotment of equity securities, in conjunction with or pursuant to a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders (but in the case of the authority granted under resolution 1.2, by way of rights issue only), in proportion (as nearly as may be) to the respective number of ordinary shares held or deemed to be held by them in the capital of the Company, subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or any stock exchange; and for the purpose of this resolution "rights issue" means an offer of equity securities to holders of ordinary shares in proportion to their respective holdings (as nearly as may be) and holders of other securities to the extent expressly required or (if considered appropriate by the Directors) permitted by the rights attached thereto; and

2.2 the allotment (otherwise than pursuant to resolution 2.1 above) of equity securities up to an aggregate nominal value of £1,400,208,

and such power shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2018 (unless such authority is revoked varied, renewed or extended at or prior to such time) save that, before the expiry of such authority, the Directors of the Company may make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

3. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 4 pence each in the capital of the Company provided that:

- 3.1 the maximum number of ordinary shares hereby authorised to be purchased is 9,960,158 ordinary shares being 10 per cent of the issued share capital at the date of the passing of the resolution;
- 3.2 the minimum price (exclusive of expenses) which may be paid for ordinary shares is 4 pence per ordinary share;
- 3.3. the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not be more than the higher of:
- 3.3.1. an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share 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
- 3.3.2. the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the London Stock Exchange Daily Official List at the time the purchase is carried out;
- 3.4. the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which contract to purchase will be executed wholly or partly after the expiry of such authority; and may make the purchase of ordinary shares in pursuance of any such contract; and
- 3.5. the authority hereby conferred shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2018.


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CHAIRMAN

