

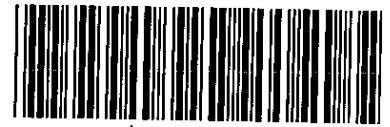
RESOLUTIONS

of

PARITY GROUP PLC
(the "Company")

(passed on 3 June 2019)

TUESDAY



A10 *A86XZSUW* 04/06/2019 #260
COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held at 30 Crown Place, Earl Street, London, EC2A 4ES at 10.00 a.m. on 30 May 2019 the following resolutions of the Company were duly passed, as an ordinary resolution (in the case of resolution 1) and as special resolutions (in the case of resolutions 2 and 3), by the members entitled to attend and vote at the meeting:

ORDINARY RESOLUTION

1.

- (a) That the board be and it is hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £684,160

and further,

- (b) that the board be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company comprising equity securities (within the meaning of section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them up to an aggregate nominal amount of £684,160 and that the board may make such arrangements or exclusions as it considers necessary or expedient in respect of fractional entitlements or any legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange,

provided that foregoing authorities shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2020, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the board may allot shares or grant rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired,

and further,

- (c) that the foregoing authorities are, in substitution for the existing such authorities granted at the Annual General Meeting of the Company held in 2018, 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 RESOLUTIONS

2. That, subject to the passing of resolution 1, the board be and it is hereby empowered pursuant to section 570 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 as if sub-section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment:

- (a) of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them provided that the board may make such arrangements or exclusions as it considers necessary or expedient in respect of fractional entitlements or any legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) (otherwise than pursuant to paragraph (a) above), of equity securities up to an aggregate nominal amount of £102,624,

and shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2020, 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.

3. That the Company be and it is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (within the meaning of section 693 of the Act) of any of its ordinary shares, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 10,262,402;
- (b) the minimum price which may be paid for each ordinary share is two pence, exclusive of the expenses of purchase;
- (c) the maximum price which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations of the ordinary shares derived from the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased;
- (d) unless previously revoked or varied, the authority conferred by this resolution shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2020; and
- (e) the Company may before the expiry of this authority conclude a contract to purchase ordinary shares which will or may be executed wholly or partly after such expiry and may make such purchase of ordinary shares pursuant to any such contract as if such authority had not expired.


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DIRECTOR