

**Imaginatik plc**

**("Imaginatik" or "the Company")**

THURSDAY



(Incorporated in England & Wales under the Companies Act 1985 with Registered No 3936915)

The following resolution was passed as a special resolution of the Company in general meeting on Monday 12 May 2014 at 10.30 a.m. and is reproduced below for the purposes of section 30 Companies Act 2006:

**Special Resolution**

**THAT:**

1. In substitution for all previous authorities, and in accordance with section 551 of the Companies Act 2006 (the "Act"), the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (within the meaning of section 560(1) of the Act):

- (a) up to an aggregate nominal amount of £1,194,642.86 pursuant to the Placing and the Subscription and the Director's Future Subscription (as those expressions are defined in a circular to shareholders dated 25 April 2014 of which this notice forms part (the "Circular")), such authorities to expire on the conclusion of the annual general meeting of the Company to be held in 2014 unless renewed, varied or revoked by the Company, and
- (b) up to an additional aggregate nominal amount of £613,623, such authority to apply in addition to all existing authorities and such authority to expire on the conclusion of the annual general meeting of the Company to be held in 2014 unless renewed, varied or revoked by the Company,

save that the Company may, before such expiry in each case, make offers or agreements which would or might require the allotment of equity securities after such expiry, variation or revocation and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not been varied or renewed.

2. In substitution for all existing authorities given to the Directors pursuant to section 570(1) of the Act, the Directors be and they are hereby empowered, pursuant to section 570(1) of the Act to allot wholly for cash, equity securities (within the meaning of section 560(1) of the Act) pursuant to the authority confirmed in paragraph 1 above as if section 561(1) of the Act did not apply to the allotments and such authority to expire on the conclusion of the annual general meeting of the Company to be held in 2014 unless renewed, varied or revoked by the Company save that the Company may, before such expiry, make offers or agreements which would or might require the allotment of equity securities after such expiry, variation or revocation and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not been varied or renewed

A handwritten signature in black ink, consisting of several vertical strokes followed by a horizontal line and a small dot.

**Director**

For and on behalf of Imaginatik Plc