

Company number: 03936915

ABAL GROUP PLC

TUESDAY



R920CMQP

RC2

31/03/2020

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COMPANIES HOUSE

The following resolutions were passed by the members of the above company at a general meeting held on Friday 20 March 2020:

ORDINARY RESOLUTIONS

1. THAT, subject to the passing of each of the other resolutions contained in the Company's notice of general meeting dated 4 March 2020, the proposed Acquisition be and is hereby approved on or substantially on the terms and subject to the conditions of the Acquisition Agreement; and it is hereby resolved that the Directors be and they are hereby authorised to do all things that are in the opinion of the Directors (or a duly authorised committee of them) necessary, expedient or appropriate to give effect to and complete the Acquisition with such modifications, amendments, variations or waivers as they (or any such committee) consider to be necessary, expedient or appropriate.
2. THAT, subject to the passing of each of the other resolutions contained in the Company's notice of general meeting dated 4 March 2020, in accordance with section 551 of the CA 2006, the directors be generally and unconditionally authorised to allot and issue equity securities (as defined by section 560 of the Companies Act) up to an aggregate nominal amount of £784,096.78 as follows:
 - 2.1. £646,444.92 comprising the Consideration Shares to be issued in connection with the Acquisition; and
 - 2.2. £6,632.08 in connection with the Placing;
 - 2.3. in any other case, £131,019.78;provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

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.
3. THAT, subject to the passing of each of the other resolutions contained in the Company's notice of general meeting dated 4 March 2020, the waiver granted by the Panel on Takeovers and Mergers of the obligation in relation to the Concert Party to make a general offer under Rule 9 of the City Code on Takeovers and Mergers, as a result of the issue to the members of the Concert Party of the Consideration Shares, pursuant to the Acquisition Agreement, be and is hereby approved. This resolution will be taken on a poll of Independent Shareholders present and by proxy voting at the Meeting.
4. THAT, subject to the passing of each of the other resolutions contained in the Company's notice of general meeting dated 4 March 2020, the appointment of Alessandro Zamboni as a director of the Company be approved.

5. THAT, subject to the passing of each of the other resolutions contained in the Company's notice of general meeting dated 4 March 2020, the appointment of Dominic White as a director of the Company be approved.
6. THAT, subject to the passing of each of the other resolutions contained in the Company's notice of general meeting dated 4 March 2020, the appointment of Susanne Chishti as a director of the Company be approved.
7. THAT, subject to the passing of each of the other resolutions contained in the Company's notice of general meeting dated 4 March 2020, the appointment of Enrico Camerinelli as a director of the Company be approved.

SPECIAL RESOLUTIONS

8. THAT, subject to the passing of each of the other resolutions contained in the Company's notice of general meeting dated 4 March 2020, the Directors of the Company be and are hereby empowered, pursuant to section 570 of the Companies Act, to allot equity securities (as defined in section 560 of the Act) wholly for cash pursuant to the authority conferred upon them by Resolution 2 above (as varied, renewed or revoked from time to time by the Company at a general meeting) as if section 561(1) of the Companies Act did not apply to any such allotment provided that such power shall be limited to:

8.1. the allotment of the Placing Shares;

8.2. the allotment, other than pursuant to sub-paragraph 8.1, of relevant securities up to an aggregate nominal amount of £131,019.78,

The authority granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements 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 notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the CA 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

9. THAT, subject to the passing of each of the other resolutions contained in the Company's notice of general meeting dated 4 March 2020, the name of the Company be changed to Supply@ME Capital plc. ✓
10. THAT, subject to the passing of each of the other resolutions contained in the Company's notice of general meeting dated 4 March 2020, the current wording of article 3 of the Company's articles of association relating to the Company's authorised share capital be deleted and replaced with the words, "No article."



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number **3936915**

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

ABAL GROUP PLC

a company incorporated as public limited by shares; having its registered
office situated in England and Wales; has changed its name to:

SUPPLY@ME CAPITAL PLC

Given at Companies House on **1st May 2020**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**