

Imaginatik Plc – company number 3936915

The following is a reproduction of the full text of a resolution which was passed by the above company in general meeting held on Monday 1 June 2015 and which is reproduced for the purposes of forwarding to the Registrar of Companies as required by 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 £196,138.05 pursuant to the Placing and the Subscription (as those expressions are defined in a circular to shareholders dated 14 May 2015 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 2015 unless renewed, varied or revoked by the Company; and

(b) up to an additional aggregate nominal amount of £165,395, 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 2015 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 2015 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.



3. THAT every Ordinary Share of £0.05 each in the capital of the Company in issue at the close of business on the Record Date (or such other time and date as the Directors may determine) be subdivided into 1 Ordinary Share of £0 01 in the capital of the Company, having the same rights, being subject to the restrictions and ranking *pari passu* in all respects with the Existing Ordinary Shares of £0 05 each in the capital of the Company, (save as to nominal value), and one Deferred Share of £0.04 each in the capital of the Company, having the rights and being subject to the restrictions set out in the articles of association, as amended pursuant to the provisions of paragraph 4 below

4 THAT, the articles of association be amended by:

(a) inserting in Article 2 1 the following definition:

"Deferred Shares" the deferred shares of £0.04 each in the capital of the Company with the rights set out in Article 3.1,

(b) inserting the following Article as a new Article 3.1:

"3.1 The rights and restrictions attached to the Deferred Shares shall be as follows:-

3.1.1 As regards income, the holders of the Deferred Shares shall not be entitled to receive any dividend out of the profits of the Company available for distribution and resolved to be distributed in respect of any financial year or any other income or right to participate therein.

3 1 2 As regards capital on a distribution of assets on a winding-up or other return of capital (otherwise than on conversion or redemption on purchase by the Company of any of its shares), the holders of the Deferred Shares shall be entitled to receive the amount paid up on their shares after there shall have been distributed (in cash or in specie) to the holders of the ordinary shares the amount of £100,000,000 in respect of each ordinary share held by them respectively. For this purposes distributions in currency other than sterling shall be treated as converted into sterling, and the value for any distribution in specie shall be ascertain in sterling, in each case in such manner as the Directors of the Company in general meeting may approve. The Deferred Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company

3.1.3 As regards voting, the holders of Deferred Shares shall not be entitled to receive notice of or to attend (either personally or by proxy) any general meeting of the Company or to vote (either personally or by proxy) on any resolution to be proposed thereat.

3.1.4 The rights attached to the Deferred Shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking in priority to or *pari passu* with or subsequent to such shares. In addition, neither the passing by the Company of any resolution for the cancellation of the Deferred Shares for no consideration by means of a reduction of capital requiring the confirmation of the Court nor the obtaining by the Company nor the making by the Court of any order confirming any such reduction of capital nor the becoming effective of any such order shall constitute a variation, modification or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by means of a reduction of capital

effected in accordance with applicable legislation without sanction on the part of the holders of the Deferred Shares

3.1.5 Notwithstanding any other provision of these Articles, the Company shall have the power and authority at any time to purchase all or any of the Deferred Shares for an aggregate consideration of £1.

3.1.6 The Company shall have irrevocable authority to appoint any person to execute on behalf of the holders of the Deferred Shares a transfer/cancellation of the Deferred Shares and/or an agreement to transfer/cancel the same, without making any payment to the holders of the Deferred Shares to such person or persons as the Company may determine as custodian thereof and, pending such transfer and/or cancellation and/or purchase, to retain the certificate(s) if any, for such shares.

3.1.7 The Company may, at its option and subject to compliance with the provisions of applicable legislation, at any time after the adoption of this Article, cancel such shares by way of reduction of capital for no consideration.

3.1.8 Notwithstanding any other provision of these Articles, and unless specifically required by the provisions of applicable legislation, the Company shall not be required to issue any certificates or other documents of title in respect of the Deferred Shares."



Director, for and on behalf of Imaginatik Plc