

Company No: 04458947

**THE COMPANIES ACTS 1985 and 2006
COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF
BOXHILL TECHNOLOGIES PLC
(the "Company" or "Boxhill")**

PASSED 11 AUGUST 2016

On 11 August 2016, the following resolutions were duly passed by shareholders at the Annual General Meeting of the Company held on 11 August 2016, as to resolution 5 as an ordinary resolution and as to resolution 6 as a special resolution

RESOLUTIONS

- 5 THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (as defined by section 560 of the Act), up to an aggregate nominal amount of £2,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of its passing save that the Company may, before such expiry, make offers or agreements which would all might require equity securities to be allotted and the Directors may allot equity 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 equity 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

SPECIAL RESOLUTION

- 6 THAT, subject to the passing of Resolution 5, the Directors be generally and unconditionally authorised and granted the power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 5 or by way of sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £2,000,000 The power granted by this resolution shall expire on the first anniversary of its passing 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 and authorities previously granted to the directors to allot equity securities as if section 561(1) of the Act 2006 did not apply, but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities


A FLITCROFT
DIRECTOR AND COMPANY SECRETARY

