

## RESOLUTIONS OF GUNSYND PLC ("the Company")

*(Incorporated and registered in England and Wales with registered number 05656604)*

At the Annual General Meeting of the Company duly convened and held at the offices of Hill Dickinson LLP at 105 Jermyn Street, St. James, London, SW1Y 6EE on 15 November 2018 at 11:00 a.m., the below resolutions were duly passed:

### Ordinary Resolutions

- Resolution 1:* To receive and consider the financial statements for the period ended 31 July 2018 together with the report of the Directors and the report of the auditors thereon.
- Resolution 2:* To re-appoint George Garnett (who offers himself for reappointment in accordance with article 29.2 of the Articles of Association of the Company (the "**Articles**")) as a Director of the Company.
- Resolution 3:* To re-elect and re-appoint Donald Strang (who is retiring by rotation pursuant to article 34.1 of the Articles) as a Director of the Company.
- Resolution 4:* To appoint Chapman Davis LLP as auditors and to authorise the Directors to determine their remuneration.
- Resolution 5:* That, pursuant to section 551 of the Companies Act 2006 (the "Act") the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) up to the maximum aggregate nominal amount of £732,438.67 PROVIDED that the authority granted under this resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.

### Special Resolution

- Resolution 6:* That, subject to the passing of Resolution 5 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 5 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any

SATURDAY



A09 \*A7IWMJ40\* 17/11/2018 #76  
COMPANIES HOUSE

such allotment, provided that this power shall be limited to the allotment of equity securities:

- a) in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £488,292.45;

and provided that this power shall expire on the conclusion of the next Annual General Meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) 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 offers or agreements notwithstanding that the power conferred by this resolution has expired.



.....  
**Director**

15/11/2018

.....  
**Dated**