

Company number: 05940040

ORDINARY/SPECIAL RESOLUTIONS

of

BRAINJUICER GROUP PLC

Passed on 6 May 2016

At the 2016 annual general meeting of BrainJuicer Group PLC (the "Company"), duly convened and held at Russell Square House, 10-12 Russell Square, London, WC1B 5EH the following resolutions were duly passed by the Company as ordinary and or special resolutions as indicated

ORDINARY RESOLUTIONS

- 1 To receive and adopt the financial statements of the Company for the financial year ended 31 December 2015 and the reports of the directors and auditors on those financial statements
- 2 To receive, adopt and approve the directors' remuneration report for the year ended 31 December 2015
- 3 To re-elect Mr John Kearon who retires by rotation and offers himself for re-appointment by general meeting, as a director of the Company
- 4 To re-elect Mr Graham Blashill who retires by rotation and offers himself for re-appointment by general meeting, as a director of the Company
- 5 To re-elect Grant Thornton UK LLP as auditors and to authorise the directors to determine the auditors' remuneration
- 6 To declare a final dividend of 3 5 pence per share on each of the Company's ordinary shares for the financial year ended 31 December 2015
- 7 That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to
 - (a) allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £44,079 20, or, if less, the nominal value of one third of the issued share capital of the Company immediately following the passing of this resolution, and
 - (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £88,158 40, or, if less, the nominal value of two thirds of the issued share capital of the Company immediately following the passing of this resolution (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this resolution 7) in connection with an offer by way of a rights issue to

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- (i) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, and
- (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter

These authorities shall apply in substitution for all previous authorities (but without prejudice to the validity of any allotment pursuant to such previous authority) and shall expire at the end of the next annual general meeting of the Company or, if earlier, 15 months after the date of this resolution, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power and authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

- 8 That, subject to the passing of resolution 7 above, the directors be generally and unconditionally empowered for the purposes of section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash:

- (a) pursuant to the authority conferred by resolution 7 above, or
- (b) where the allotment constitutes an allotment by virtue of section 560(3) of the Act,

in each case as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to

- (i) the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 7, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to
 - (A) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, and
 - (B) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, and

- (ii) the grant of options to subscribe for shares in the Company, and the allotment of such shares pursuant to the exercise of options granted, under the terms of any share option scheme adopted or operated by the Company, and
- (iii) the allotment of equity securities, other than pursuant to paragraphs (i) and (ii) above of this resolution, up to an aggregate nominal amount of £13,223 76, or, if less, the nominal value of 10 per cent of the issued share capital of the Company immediately following the passing of this resolution

This power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution or, if earlier, on the date 15 months after the passing of such resolution, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired

- 9 That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") in such manner and on such terms as the directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that

- (a) the maximum number of Ordinary Shares which may be purchased when aggregated with the number of Ordinary Shares acquired pursuant to resolution 10 below is 1,983,564, or, if less, the number of Ordinary Shares equal to 15 per cent of the issued share capital of the Company immediately following the passing of this resolution,
- (b) the minimum purchase price which may be paid for any Ordinary Share is 1 pence (exclusive of expenses),
- (c) the maximum purchase price which may be paid for any Ordinary Share shall not be more than the higher of (in each case exclusive of expenses)
 - (i) 5% above the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made, and
 - (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out, and

this authority shall take effect on the date of passing of this resolution and shall (unless previously revoked, renewed or varied) expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 15 months after the date of passing of this resolution, save in relation to purchases of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry

- 10 That the Company be authorised, pursuant to section 694 of the Act, to enter into contracts to make off-market purchases of Ordinary Shares from stock option holders who are not also directors of the Company, and where such repurchased shares are held as treasury shares, that the Company be authorised to use them for the purposes set out in sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that:
- (a) each contract is on the same terms as the draft contract (the "Share Purchase Agreement") set out on page 12 of this circular, and is with a person whose name is annexed to the said contract (such person being a stock option holder and not also being a director of the Company),
 - (b) the maximum number of Ordinary Shares which may be acquired pursuant to this authority when aggregated with the number of Ordinary Shares acquired pursuant to resolution 9 above is 1,983,564, or, if less, the number of Ordinary Shares equal to 15 per cent of the issued share capital of the Company immediately following the passing of this resolution,
 - (c) the price payable for an Ordinary Share shall be the mid-market closing price of an Ordinary Share on the business day preceding the completion of the share purchase to which it relates,
 - (d) any variation in the terms of the Share Purchase Agreement must be authorised by a special resolution of the Company,
 - (e) if the resolution is passed, the authority will expire on the earlier of 5 August 2017 (the date which is 15 months after the date of the resolution) and the date of the next annual general meeting of the Company in 2017, and
 - (f) this authority may be varied, revoked or renewed from time to time by special resolution of the Company



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