

Company No 6011822

**MONITISE PLC**

**( the "Company" )**

WEDNESDAY



At the Annual General Meeting of the Company held on 4 November 2014 at the offices of FTI Consulting, North Entrance, 200 Aldersgate, Aldersgate Street, London EC1A 4HD at 2 00 pm, the following Resolutions were passed, in the case of the Resolution numbered 10 as an Ordinary Resolution and in the case of the Resolutions numbered 11 and 12 as Special Resolutions

### **Ordinary Resolution**

**10** THAT in accordance with section 551 of the Companies Act 2006 (the "2006 Act")

**10.1** the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the 2006 Act) up to an aggregate nominal amount (within the meaning of sections 551(3) and 551(6) of the 2006 Act) of £6,566,766 37, and

**10.2** the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities up to an aggregate nominal amount of £13,133,532 74 (such amount to be reduced by any allotments or grants made under 10 1 above) in connection with a rights issue offered to holders of equity securities and other persons who are entitled to participate in proportion (as nearly as may be) to their then holdings of equity securities (or, as appropriate, the numbers of such securities which such other persons are for those purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors may feel necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body of, or any stock exchange in, any territory,

provided that the authorities granted under resolutions 10 1 and 10 2 above (unless previously revoked, varied or renewed) shall each expire on the earlier of 31 December 2015 and the date of the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

This authority is in substitution for any and all authorities previously conferred upon the Directors for the purposes of section 551 of the 2006 Act, without prejudice to any allotments made pursuant to the terms of such authorities

### **Special Resolutions**

**11** THAT, conditionally upon the passing of the resolution numbered 10 above and in accordance with section 570 of the 2006 Act, the Directors be and hereby are given power for the period commencing on and with effect from the date of adoption of this resolution to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by the resolution numbered 10 above and to sell ordinary shares as treasury

shares for cash, as if section 561 of the 2006 Act did not apply to such allotment or sale, provided that this power shall be limited to

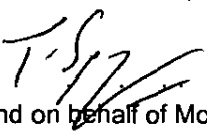
- 11.1 the allotment or sale of equity securities for cash in connection with or pursuant to an offer to the holders of equity securities and other persons entitled to participate in proportion (as nearly as may be) to their then holdings of equity securities (or, as appropriate, the numbers of such securities which such other persons are for those purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors may feel necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body of, or any stock exchange in, any territory, and
- 11.2 the allotment (otherwise than pursuant to sub-paragraph 11.1 hereof) or sale of equity securities for cash up to a maximum nominal value of £1,970,029.91

in each case expiring on the earlier of 31 December 2015 and the date of the next Annual General Meeting of the Company save that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted or sold after such expiry and the Directors may allot or sell equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired

**12 THAT the Company be generally authorised pursuant to section 701 of the 2006 Act to make market purchases (as defined in section 693(4) of the 2006 Act) of its ordinary shares PROVIDED THAT**

- 12.1 the Company does not purchase under this authority more than 197,002,991 ordinary shares,
- 12.2 the Company does not pay for each such ordinary share less than the nominal amount of such ordinary share at the time of purchase, and
- 12.3 the Company does not pay for each such ordinary share more than the higher of
  - 12.3.1 5% above the average of the closing mid-market prices of the ordinary shares for the five business days immediately preceding the date on which the Company agrees to buy the shares concerned, based on the share prices published in the Daily Official List of the London Stock Exchange or the AIM supplement thereto, and
  - 12.3.2 the higher of the price of the last independent trade and the highest current independent bid on the market for an ordinary share as referred to in Article 5(1) of the Buy-Back and Stabilisation Regulation 2003

The authority conferred by this resolution shall (unless previously revoked, varied or renewed) expire on the earlier of 31 December 2015 and the date of the next Annual General Meeting of the Company except that the Company may before such expiry make a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract, as if such authority had not expired

  
For and on behalf of Montise plc  
Tom Spurgeon  
Company Secretary