

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

RESOLUTIONS
OF
SURETRACK MONITORING PLC

Passed 02 October 2013



A10 15/10/2013 #168
COMPANIES HOUSE

At the General Meeting of the above named Company, duly convened, and held at Sanlam Securities Limited, 10 King William Walk, London on the 02nd October 2013 at 09 00am the following business was put to the meeting and Resolutions passed were as follows.

ORDINARY RESOLUTION

- 1 **THAT** the disposal (the “**Disposal**”) by the Company of its subsidiary, IBP Limited, which constitutes a fundamental change of business under AIM Rule 15 on the terms and subject to the conditions set out in the Sale and Purchase Agreement and related documentation to be entered into pursuant to the Sale and Purchase Agreement, be and are hereby approved with such minor amendments as the Directors may approve, and the Directors or any duly authorised committee of the Directors be hereby authorised to take all steps necessary or desirable to complete the Disposal
- 2 **THAT** the Investing Policy, as set out in the Circular, be approved and adopted and the Directors be authorised to take all such steps as they may consider necessary or desirable to implement that investing policy
- 3 **THAT**, subject to the passing of Resolutions 1 and 2 above,
 - (a) each issued existing ordinary share of 0.05p each in the capital of the Company as shown on the Register of Members at 6.00 p.m. on [25] September 2013 (or such other time and/or date as the Directors of the Company may determine) be and is hereby consolidated at a ratio of 11 to 1 into new ordinary shares of 0.55p each having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of 0.05p each in the capital of Company; and
 - (b) each new ordinary share of 0.55 p each in the capital of the Company then be sub-divided and reclassified into one new ordinary share of 0.05p having the same rights and being subject to the same restrictions as the existing ordinary shares in the capital of Company and one deferred share of 0.50 p (“Deferred Share”) having the rights and being subject to the restrictions attached to Deferred Shares as set out in the existing articles of association of the Company.

Registered in England & Wales
Registered Office: 3rd Floor, 33 Queen Street, London EC4R 1BR

- 4 **THAT**, subject to the passing of Resolutions 1 to 3 (inclusive) above, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £5,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of conclusion of the next Annual General Meeting of the Company or on the anniversary of the general meeting being convened by this notice save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors may allot or grant equity securities in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired

SPECIAL RESOLUTION

5. **THAT** conditional on passing Resolution 1 to 4 (inclusive) 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 in Resolution 4 or by way of a 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.

(a) up to an aggregate nominal amount of £225,021 41 pursuant to the Subscription, and

(b) (otherwise than pursuant to paragraph 5(a) above) up to an aggregate nominal amount of £4,774,978 59

and provided that this power shall expire on the earlier of conclusion of the next Annual General Meeting of the Company or on the anniversary of the general meeting being convened by this notice (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


Chairman