

Curtis Banks Group Plc (company no: 07934492)
(a Public Company Limited by Shares)
(the "Company")

Record of a resolutions passed at the Company's Annual General Meeting

Passed on 16 May 2018

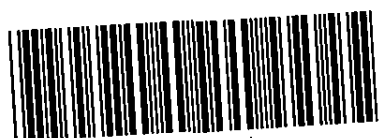
On 16 May 2018, the resolutions set out below, copies of which are to be forwarded to the registrar in accordance with section 30 of the Companies Act 2006 (the "Companies Act"), were duly passed.

Ordinary Resolution

7. **THAT** the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act to allot ordinary shares in the Company ("**Ordinary Shares**") or grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of £179,357.82 (representing 35,871,564 Ordinary Shares), provided that this authority shall expire on the date which is five years from the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company but, in each case, so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

Special Resolutions

8. **THAT** the Board be authorised to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution (and/or to sell Ordinary Shares held by the Company as treasury shares for cash) as if section 561 of the Companies Act did not apply to any such allotment or sale, such authority be limited:
- (a) to the allotment of equity securities (or sale of treasury shares) for cash in connection with an offer or issue of, or invitation to apply for, equity securities to:
- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and



A31 *A766SWBU* #118
18/05/2018
COMPANIES HOUSE

- (ii) holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits, exclusions or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of, or the requirements of any regulatory body or stock exchange in, any territory of any other matter (including any matters arising by virtue of equity securities being represented by depositary receipts); and

- (b) to the allotment of equity securities (or sale of treasury shares) (otherwise than under paragraph (a) above) up to a nominal amount of £13,451.835 (representing 2,690,367 Ordinary Shares),

such authority to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 16 August 2019) but, in each case, prior to its expiry, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury share to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

9. **THAT** the Board be authorised, in addition to any authority granted under Resolution 8, to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution (and/or to sell Ordinary Shares held by the Company as treasury shares for cash) as if section 561 of the Companies Act did not apply to any such allotment of sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £13,451.835 (representing 2,690,367 Ordinary Shares); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 16 August 2019) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreements as if the authority had not expired.

10. **THAT** the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act) of Ordinary Shares on such terms as the Directors think fit, provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 2,690,367;
 - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Shares is 0.5 pence;
 - (c) the maximum price, exclusive of any expenses, which may be paid for each Ordinary Share is an amount equal to the lower of:
 - (i) 105 per cent. of the average of the 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 Ordinary Share is purchased; and
 - (ii) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003; and
 - (d) the authority hereby conferred shall, unless previously revoked or varied, expire on the date which is five years from the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company (except in relation to the purchase 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).



.....
Company Secretary