

## Resolutions of

### XEROS TECHNOLOGY GROUP PLC ("Company")

*(Incorporated and registered in England and Wales with company no. 08684474)*

SATURDAY



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08/07/2017  
COMPANIES HOUSE

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**AT AN ANNUAL GENERAL MEETING** of the Company duly convened and held at Squire Patton Boggs (UK) LLP, 7 Devonshire Square, London, EC2M 4YH at 9.30am on 21 June 2017, the following resolutions were passed:

#### ORDINARY RESOLUTIONS

1. To receive the Company's financial statements for the year ended 31 December 2016, together with the Directors' report and the auditors' report on these accounts.
2. To elect as a Director, Mr Paul Denney, who was appointed to the Board on 3 October 2016.
3. To elect as a Director, Mr Stephen Taylor, who was appointed to the Board on 13 February 2017.
4. To re-elect as a Director, Mr John Samuel, who retires from the Board in accordance with the Company's Articles of Association.
5. To re-elect as a Director, Dr Richard Ellis, who retires from the Board in accordance with the Company's Articles of Association.
6. To appoint KPMG LLP as auditors of the Company, to hold office until the conclusion of the next annual general meeting of the Company.
7. To authorise the Directors to determine the remuneration of the auditors.
8. That, pursuant to section 551 of the Companies Act 2006 (the "**Act**"), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities (as defined below):
  - (a) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £87,441.79 (including within such limit any shares issued or rights granted under paragraph (b) below) in connection with an offer or issue by way of rights:
    - (i) to holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them; and
    - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (b) in any other case, up to an aggregate nominal amount of £43,720.90,

provided that (unless previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 21st September 2018 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, "Relevant Securities" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

These authorities are in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

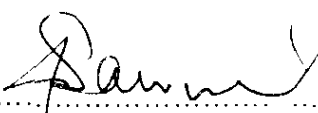
#### **SPECIAL RESOLUTION**

9. That, subject to the passing of resolution 8 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 8 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) equity securities (as defined in section 560 of the Act) in connection with an offer or issue by way of rights:
- (i) to holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (b) the allotment of equity securities pursuant to the authority granted by paragraph (b) of resolution 8 up to an aggregate nominal amount of £6,558.13.

  
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John Andrew Walter Samuel (Chairman)  
For and on behalf of Xeros Technology Group Plc