



LD1 18/06/2018 #71
COMPANIES HOUSE

Company No: 11321642

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTIONS

of

I-NEXUS GLOBAL LIMITED

("Company")

PASSED ON 18 June 2018

SP In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006 (Act"), the following resolutions were duly passed on 18 June 2018 as ordinary and special resolutions as indicated below:

SPECIAL RESOLUTION

1. **That**, pursuant to section 90 of the Act the Company be re-registered as a public company with the name of i-nexus Global plc.

SPECIAL RESOLUTION

2. **That**, the draft articles of association attached to these resolutions be adopted as the articles of association of the Company to the exclusion of and in substitution for the existing articles of association of the Company.

ORDINARY RESOLUTION

3. **That**, subject to and conditional upon the passing of resolutions 1 to 2 (inclusive), pursuant to section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) in the Company up to an aggregate nominal amount of £ 1,165,096.80, in respect of a placing of new ordinary shares of £0.10 each in the share capital of the Company **provided that** this authority shall expire on 31 October 2018, save that the Company may make an offer or agreement before this authority expires which would or might require equity securities to be allotted or rights to subscribe for or to convert any security into equity securities to be granted after this authority expires and the directors may allot equity securities or grant such rights pursuant to any such offer or agreement as if this authority had not expired.

This authority is in addition to all existing authorities under section 551 of the Act.

4. **That**, conditionally upon admission of the Company's entire issued and to be issued share capital to trading on AIM, a market operated by the London Stock Exchange plc:
- 4.1 the i-nexus Global plc Long Term Incentive Plan ("LTIP"); and

4.2 the i-nexus Global plc Employee Share Option Scheme ("**ESOS**")

each in the form of the rules appended to these resolutions, pursuant to which directors and employees of the Company and its subsidiaries may be given the opportunity to acquire ordinary shares in the Company, be and are hereby approved, and that the directors of the Company be and are hereby authorised to do all acts and things which they may consider necessary or expedient to implement the LTIP and the ESOS.

SPECIAL RESOLUTION

5. **That**, subject to the passing of resolution 3 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 authority granted by resolution 3 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 referred to in resolution 3. This power shall expire on 31 October 2018, save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.*

This power is in addition to all existing powers under section 570 of the Act.

ORDINARY RESOLUTION

6. **That**, subject to and conditional upon the passing of resolutions 1 to 2 (inclusive), and pursuant to section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of *£985,720*, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date which is 15 months from the date of the passing of this resolution (whichever is the earlier), save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired.

This authority is in addition to all existing authorities under section 551 of the Act.

SPECIAL RESOLUTION

7. **That**, subject to the passing of resolution 6, 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 authority granted by resolution 6 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:
- 7.1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
- 7.1.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and

7.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

7.2 otherwise than pursuant to paragraph 7.1 of this resolution, up to an aggregate nominal amount of £ **295716** ,

and this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date which is 15 months from the date of the passing of this resolution (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in addition to all existing powers under section 570 of the Act.



Director