

Company No. SC295886

THURSDAY



THE COMPANIES ACTS 1985 – 1989
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS OF
INVOCAS GROUP PLC
(Passed on 28 September 2015)

At the Annual General Meeting of Invocas Group plc (the "**Company**") held at 11.00 am on 28 September 2015 at HBJ Gateley, 12th Floor, Exchange Tower, 19 Canning Street, EH3 8EH the following resolutions were passed as indicated below:

ORDINARY BUSINESS

- 1 To adopt the Accounts as the accounts for the Company for the year ended 31st March 2015.
- 2 Julie-Anne Afrin was re-elected as a director.
- 3 Robert Tomkys was elected as a director.
- 4 Scott-Moncrieff, Chartered Accountants, who were retiring as auditors, were re-appointed.

SPECIAL BUSINESS

Ordinary Resolution

- 5 **That**, for the purposes of and pursuant to section 80 of the Companies Act 1985 (the "**Act**"), the directors of the Company be and they are hereby generally and unconditionally authorised and empowered to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £5,000 to such persons at such times and upon such terms and conditions as they may determine (subject always to the articles of association of the Company) provided this authority and power shall, unless renewed, varied or revoked, expire at the conclusion of the Annual General Meeting of the Company to be held in 2016 or 15 months from the date of the passing of this resolution (whichever is the earlier) and provided further that the Company may before the expiry of such period make any offer, agreement or arrangement which would or might require relevant securities to be allotted after the expiry of such period and the directors of the Company may then allot relevant securities pursuant to any such offer, agreement or arrangement as if the authority or power hereby conferred had not expired.

Special Resolution

- 6 **THAT**, pursuant to section 95(1) of the Act, the directors of the Company be and they are hereby authorised and empowered to allot equity securities (within the meaning of section 94 of the Act) pursuant to the general authority and power conferred by the resolution numbered 4 in this notice of meeting as if section 89(1) of the Act did not apply to any such allotment provided that this authority and power shall, unless renewed, varied or revoked, expire at the conclusion of the Annual General Meeting to be held in 2016 or 15 months from

the date of the passing of this resolution (whichever is the earlier) and provided further that this authority and power shall be limited:

- 6.1 to the allotment of equity securities pursuant to a rights issue or similar offer to ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate or as nearly as practical (and taking into account any prohibitions against or difficulties concerning the making of an offer or allotment to shareholders whose registered address or place of residence is overseas and subject to such exclusions as the directors of the Company may deem necessary or expedient to deal with fractional entitlement, record dates or by virtue of shares being represented by depositary receipts) to the respective numbers of ordinary shares held by them;
- 6.2 to the allotment (otherwise than pursuant to paragraph (a) above) for cash of equity securities up to an aggregate nominal amount of £5,000.

save that the Company may enter into an agreement or arrangement which would or might require relevant securities to be allotted after the expiry of such period and the directors of the Company may then allot relevant securities pursuant to any such offer, agreement or arrangement as if the authority or power hereby conferred had not expired.

CERTIFIED A TRUE EXTRACT FROM THE MINUTES OF THE MEETING OF THE COMPANY



Chairman