



GENERAL MEETING RESOLUTIONS

of

CASTLE STREET INVESTMENTS PLC (the "Company")

At a General Meeting of the Company duly convened and held on 20 January 2016 at 10.00 a.m. the following resolutions were duly passed:

Ordinary Resolutions

1. THAT, conditional on the passing of Resolutions 2 and 3, the proposed acquisition by the Company of the entire issued share capital of Selection Limited (the "**Acquisition**") pursuant to the terms of a conditional sale and purchase agreement dated 31 December 2015 and made between the Company (1) and certain shareholders of Selection Services Investments Limited (2) particulars of which are set out in the admission document dated 4 January 2016 (the "**Admission Document**") be and is hereby approved and that the directors of the Company be and are hereby authorised for the purposes of Rule 14 of the AIM Rules for Companies to take all steps necessary to effect the Acquisition with such minor modifications, variations, amendments or revisions and to do or procure to be done such other things in connection with the Acquisition as they consider to be in the best interests of the Company.
2. THAT, conditional upon the passing of Resolution 3, the directors of the Company be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot equity securities (as defined in section 560(1) of the Act) in the Company and/or to grant rights to subscribe for or to convert any security into such shares ("**Allotment Rights**"), but so that the maximum amount of equity securities that may be allotted or made the subject of Allotment Rights under this authority are:
 - 2.1 shares with a maximum nominal value of £2,500,000 (in connection with the proposed placing as described in the Admission Document accompanying the notice of general meeting (the "**Placing**") but for no other purpose);
 - 2.2 shares with a maximum nominal value of £33,845.25 (in connection with the proposed Acquisition but for no other purpose);
 - 2.3 shares with a maximum nominal value of £215,694.75 (in connection with the Warrants but for no other purpose);
 - 2.4 shares with a maximum nominal value of £16,666.65 (in pursuance of the exercise of options to be granted by the Company but for no other purpose);
 - 2.5 shares with an aggregate nominal value of £1,437,965.03 (in addition to the authorities conferred in sub-paragraphs 2.1, 2.2, 2.3 and 2.4 above) representing approximately 33 per cent. of the Company's enlarged issued share capital following the Placing and the Acquisition,

provided that this authority, unless duly renewed, varied or revoked by the Company, will expire on the date being fifteen months from the date of the passing of this resolution or, if

earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and, the directors may allot shares and grant Allotment Rights in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolutions

3. THAT, conditional on the passing of Resolution 2, the directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 2 or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- 3.1 the allotment of equity securities in connection with an offer by way of a rights issue, open offer or other offer:

3.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

3.1.2 to holders of other equity securities as required by the rights of those securities or 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, legal or practical problems in or under the laws of any territory or the requirements of any applicable regulatory body or stock exchange;

- 3.2 the allotment (otherwise than pursuant to sub-paragraph 3.1 above) of equity securities in connection with the Placing;

- 3.3 the allotment (otherwise than pursuant to sub-paragraphs 3.1 and 3.2 above) of equity securities in connection with the Acquisition;

- 3.4 the allotment (otherwise than pursuant to sub-paragraphs 3.1, 3.2 and 3.3 above) of equity securities in connection with the Warrants;

- 3.5 the allotment (otherwise than pursuant to sub-paragraphs 3.1, 3.2, 3.3 and 3.4 above) of equity securities on the exercise of options to be granted by the Company;

- 3.6 the allotment (otherwise than pursuant to sub-paragraphs 3.1, 3.2, 3.3, 3.4 and 3.5 above) of equity securities and the sale of treasury shares up to an aggregate nominal amount of £431,389.51 representing approximately 10 per cent. of the Company's enlarged issued share capital following the Placing and the Acquisition,

provided that the power granted by this resolution will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and, the directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

4. THAT,

- 4.1 the Company hereby ratifies and confirms the entry in the audited accounts of the Company for the year ended 31 December 2014 whereby distributable profits of the Company were appropriated to the payment of 3 pence per ordinary share, by way of

a final dividend, on 4 July 2014 to shareholders on the share register on 6 June 2014 and the payment of such final dividend (the "Final Dividend");

- 4.2 to release all past and present shareholders who were shareholders of the Company on the share register on 6 June 2014 (being the same record date as applied to the Final Dividend), from any obligation to repay the unlawful part of the Final Dividend, amounting in aggregate to £382,542.79 and that any and all claims which the Company has or may have in respect of the payment or repayment of all or any part of the Final Dividend against its past or present shareholders who appeared on the register of shareholders on 6 June 2014, being the relevant record date for the Final Dividend, be released and that a deed of release in favour of such shareholders be entered into by the Company in the form of the deed produced to the Meeting and signed by the Chairman for the purpose of identification; and any distribution involved in the giving of any such release in relation to the unlawful part of the Final Dividend be made out of the profits appropriated to the Final Dividend as aforesaid by reference to a record date identical to the record date for such Final Dividend; and
- 4.3 any and all claims which the Company has or may have against its directors (whether past or present) arising in connection with the payment of the Final Dividend be released and that a deed of release in favour of such directors of the Company be entered into by the Company in the form of the deed produced to the Meeting and signed by the Chairman for the purposes of identification.

Chairman
Castle Street Technology plc
20 January 2016

