

COMPANY NUMBER: 04101777

THE COMPANIES ACT 2006

Company Limited by Shares

ORDINARY AND SPECIAL RESOLUTIONS

of

**INNOVISE LIMITED
(the "Company")**

PASSED ON 9 February 2018

At a general meeting of the Company, duly convened and held at Keypoint, 17-23 High Street, Slough, SL1 1DY on 9 February 2018, the following resolutions were duly passed as ordinary and special resolutions:

Ordinary Resolutions

1. **TO** receive and adopt the Company's annual accounts for the financial year ended 30 September 2017 together with the last Directors' report and the auditors' report on those Financial Statements.
2. **TO** re-appoint Mike Taylor, a director retiring by rotation and who, being eligible, offers himself for re-election.
3. **TO** re-appoint Hazlewoods LLP as auditor to hold office until the conclusion of the next Annual General Meeting at which accounts of the Company are laid and to authorise the Directors or the Audit Committee of the Company to fix their remuneration.
4. **THAT** the Directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 551 of the Companies Act 2006 (**Act**)) up to an aggregate nominal amount of £260,000 provided that this authority shall expire at the conclusion of the Annual General Meeting to be held in 2019, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

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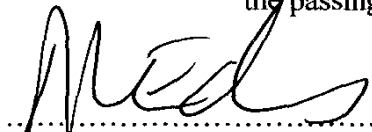
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Special Resolutions

5. **THAT** the Directors of the Company be and 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 4 above as if section 561(1) of the Act did not apply to any such allotment including specifically the allotment of any shares required to be issued in respect to the Growth Share Scheme provided that such powers shall:
- a. expire at the conclusion of the Annual General Meeting to be held in 2019, but the Company may before such expiry date make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired; and
 - b. be limited to:
 - i. allotments of equity securities in connection with a rights issue, open offer or other pre-emptive offer in favour of holders of ordinary shares made in proportion (as nearly as may be) to their respective existing holdings of ordinary shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient to deal with (i) equity securities representing fractional entitlements and (ii) legal or practical problems arising in any overseas territory or by virtue of shares being represented by depository receipts, the requirement of any regulatory body or stock exchange, or any other matter whatsoever; and
 - ii. the allotment (otherwise than pursuant to sub-paragraph (i) of this resolution) of equity securities for cash provided that the aggregate nominal value of such equity securities shall not exceed an amount equal to an aggregate nominal value of £90,000 as at the date of the passing of this resolution.


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DIRECTOR