

The Companies Act 2006
Public Company Limited by shares
Resolutions of
HOT ROCKS INVESTMENTS PLC

THURSDAY



At the Annual General Meeting of the above-named Company duly convened and held on
30 September 2019 the following resolutions were passed:

Ordinary Resolution

THAT, in substitution for any existing such authority, the directors be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the company or to grant rights to subscribe for, or to convert any security into, shares in the Company on and subject to such terms as the directors may determine up to a total nominal amount of £500,000 during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the annual general meeting in 2020 or on 30 September 2020, whichever is earlier, but so that the authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require shares to be allotted, rights to be granted or securities to be converted after such expiry and notwithstanding such expiry the directors may allot shares, grant rights or convert securities under such offers or agreements..

Special Resolution

THAT, subject to the passing of Resolution 4 above, the directors be empowered under section 570 of the Companies Act 2006 ("the Act") to allot equity securities (within the meaning of section 560 of the Act) for cash under the general authority already given as if sub-section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:


- (a) the allotment of equity securities in connection with an offer of such securities to holders of ordinary shares where the equity securities for which ordinary shares are respectively entitled to subscribe are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment (otherwise than under sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £500,000;

and so that such power (unless previously revoked or varied) shall expire at the end of next year's annual general meeting, (or if earlier at the close of business on 30 September 2020) provided that the directors may, before the power expires, make an offer or enter

into an agreement which would or might require equity securities to be allotted after such power expires.

THAT, the Company be generally and unconditionally authorised to make market purchases (as defined in the Companies Act 2006) of ordinary shares of 0.1p each in the capital of the Company ("ordinary shares") on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares authorised to be purchased shall be 26,040,333;
- (b) the minimum price which may be paid for an ordinary share is 0.1p;
- (c) *the maximum price which may be paid for an ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share (as derived from the Daily Official List) for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased;*
- (d) the minimum and maximum prices per ordinary share referred to in subparagraphs (b) and (c) of this resolution are in each case exclusive of any expenses payable by the Company;
- (e) the authority conferred by this resolution shall expire at the end of next year's annual general meeting (or if earlier at the close of business on 30 September 2020) unless such authority is varied, revoked or renewed prior to such time by the Company in general meeting; and
- (f) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed wholly or partly after the expiration of such authority.



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Ben Harber
Company Secretary