

COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS PASSED BY AB DYNAMICS PLC

Company number: 08393914

FRIDAY



A15 *A87L3N3M* #287
14/06/2019
COMPANIES HOUSE

On the 6th day of June 2019 the following resolutions numbered 1 and 3 were agreed and passed by the members as special resolutions and resolution number 2 was passed as an ordinary resolution:

1. THAT:

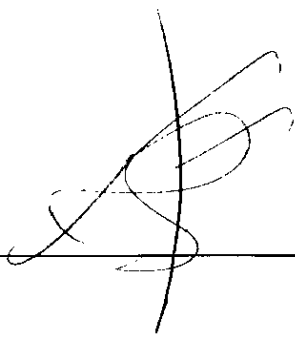
- 1.1 in addition to all existing authorities, the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares and/or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £22,775.00 in connection with the Transaction described in the circular to shareholders dated 20 May 2019 (the "Circular") subject to such exclusions or other arrangements as the Directors consider expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date which is three months after the date of passing of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired; and
- 1.2 in addition to all existing authorities, the Directors be empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the authority conferred on them by resolution 1.1 above, as if section 561 of that Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities having an aggregate nominal value not exceeding the sum of £22,775.00 pursuant to the Transaction and subject to such exclusions or other arrangements as the Directors consider expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter, provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date which is three months after the date of passing of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.
2. THAT, subject to and conditional on both resolution 1 being passed and on Admission (as defined in the Circular) of any New Shares (as defined in the Circular), in substitution for all existing powers (other than those conferred by resolution 1) and without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to all existing authorities, the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares and/or grant rights to subscribe for, or convert any securities into, shares of the Company up to an aggregate nominal amount of £73,189.12 being approximately one-third of the Enlarged Share Capital (as defined in the Circular) (assuming the New Shares are issued in full and there are no further exercises of options under the Option Schemes (as defined in the Circular) prior to Admission of the New Shares) subject to such exclusions or other arrangements as

the Directors consider expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights granted after the expiry of such period and the Directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.

3. THAT, subject to and conditional on both resolutions 1 and 2 being passed and on Admission of any New Shares and in substitution for all existing powers (other than those conferred by resolution 1) and without prejudice to any allotment of shares or grant of rights already made, offered or agree to be made pursuant to existing authorities, the Directors be 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 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:

- 3.1 the allotment of equity securities in connection with any offer by way of rights or an open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them and subject to such exclusions or other arrangements as the Directors consider expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter; and
- 3.2 otherwise than pursuant to paragraph 3.1 above, up to an aggregate nominal amount of £21,956.74 being approximately 10 per cent. of the Enlarged Share Capital (as defined in the Circular) (assuming the New Shares are issued in full and there are no further exercises of options under the Option Schemes (as defined in the Circular) prior to Admission of the New Shares), provided that the powers conferred by of this resolution 3 shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date which is the earlier of 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the "**Section 570 Period**") but so that the Company may at any time prior to the expiry of the Section 570 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 570 Period and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

Signed: _____

A handwritten signature in black ink, consisting of a large, stylized 'S' or 'J' shape with a horizontal line extending to the right, crossing the signature line.