

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS
of
COHORT PLC
(the "Company")

(Passed on 13 September 2016)

SATURDAY



A12 17/09/2016 #21
COMPANIES HOUSE

At the annual general meeting (AGM) of the Company duly convened and held on the above date, the following resolutions were passed as to Resolution 1 as an Ordinary Resolution and as to Resolutions 2 to 4 as Special Resolutions

ORDINARY RESOLUTION

- 1 THAT, in accordance with Article 16 of the Articles, the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Act"), in substitution for all existing authorities to the extent unused, to exercise all powers of the Company to allot shares or to grant rights ("Rights") to subscribe for or convert any security into shares in the Company
- a up to an aggregate nominal value of £1,365,303, being approximately one-third of the current issued share capital of the Company, and
 - b comprising equity securities, (as defined in section 560(1) of the Act) up to a further nominal amount of £1,365,303 in connection with an offer by way of a rights issue,

provided that this authority shall expire 15 months from the date of passing this resolution or at the conclusion of the next AGM of the Company to be held in 2017, whichever is the earlier, except that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted or Rights to be granted after such expiry and the Directors may allot shares in the Company or grant Rights in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired

SPECIAL RESOLUTIONS

- 2 THAT, subject to the passing of resolution 1, the Directors of the Company be and they are hereby generally empowered pursuant to Section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) wholly for cash
- a pursuant to the authority conferred by resolution 1 above or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act in each case
 - i in connection with a pre-emptive offer, and
 - ii otherwise in connection with a pre-emptive offer, up to an aggregate nominal amount of £204,795, and

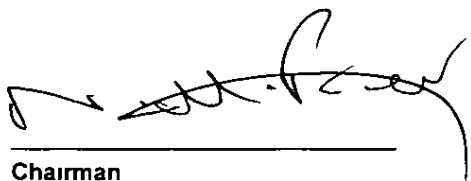
- b pursuant to the authority given by paragraph 1 above in connection with a rights issue, as if section 561(1) of the Act did not apply to such allotment,

such power shall expire 15 months from the date of passing this resolution or at the conclusion of the AGM of the Company to be held in 2017, whichever is earlier, save that the Company may before such expiry make an 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 an offer or agreement as if the power conferred hereby had not expired

- 3 THAT the Company be generally and unconditionally authorised pursuant to Article 10 of the Articles and pursuant to Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company provided that

- a the maximum number of ordinary shares hereby authorised to be purchased is 4,095,910,
- b the minimum price (excluding expenses) which may be paid for such shares is 10 pence per ordinary share being the nominal value thereof,
- c the maximum price (excluding expenses) which may be paid for such shares shall not be more than 5% above the average of the middle market quotations for ordinary shares of 10 pence each in the capital of the Company as derived from the AIM Appendix of the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which the contract for purchase is made, and
- d such authority shall expire 15 months from the date of passing this resolution or at the conclusion of the next AGM of the Company in 2017, whichever is earlier, provided that the Company may before such expiry make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry and the Company may make a purchase of its own shares in pursuance of such contract as if the authority conferred hereby had not expired

- 4 THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice



Chairman