

Company number: 3913197

RESOLUTIONS

OF

EUROVESTECH PLC ("Company")

FRIDAY



A10 *A759K1GI* 04/05/2018 #237
COMPANIES HOUSE

Resolutions passed at the ANNUAL GENERAL MEETING of the Company duly convened and held at 17c Curzon Street, London, W1J 5HU on 20 March 2018 at 11:00 a.m.

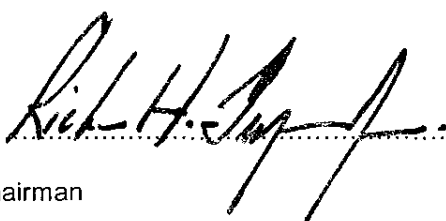
ORDINARY RESOLUTION

1. **THAT** pursuant to section 551 of the Companies Act 2006:
 - 1.1 the directors be and are generally and unconditionally authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) up to a maximum aggregate nominal amount of £1,168,515 to such persons and at such times and on such terms as they think proper during the period expiring at the conclusion of the annual general meeting of the Company to be held in 2019 (unless previously revoked or varied by the Company in general meeting); and
 - 1.2 the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of resolution 1 set out above, the directors are empowered in accordance with section 571 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash, pursuant to the authority conferred on them to allot equity securities (as defined in section 560 of the Companies Act 2006) by that resolution, as if section 561 (1) of the Companies Act 2006 did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:
 - 2.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory;
 - 2.2 the allotment (otherwise than pursuant to paragraph 2.1) of equity securities up to an aggregate nominal value not exceeding £354,095.45; and

- 2.3 the power granted by this resolution, unless renewed, revoked or varied, shall expire at the conclusion of the next annual general meeting of the Company to be held in 2019 but shall extend to the making, before such expiry, of an offeror 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 offeror agreement as if the authority conferred hereby had not expired.
3. **THAT** the Company is generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make purchases (as defined in section 693(4) of the said Companies Act 2006) of ordinary shares of 1 penny each in the capital of the Company ("ordinary shares") provided that:
- 3.1 the maximum number of ordinary shares hereby authorised to be purchased is 35,409,545;
- 3.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 1 penny per share, being the nominal amount thereof;
- 3.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be 5 per cent above the matched bargain facility price set by Asset Match for the five business days before the purchase is made;
- 3.4 the authority hereby conferred shall (unless previously renewed or revoked) expire at the conclusion of the Company's next annual general meeting to be held in 2019; and
- 3.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.


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Chairman