

THE COMPANIES ACT 2006
SPECIAL RESOLUTION
OF
ROSSLYN DATA TECHNOLOGIES PLC
THE "COMPANY"

Company no: 8882249



At the annual general meeting of the Company, duly convened on 27th October 2016 at 11 00a m ,
the following **SPECIAL RESOLUTION** was duly passed

SPECIAL RESOLUTION

Disapplication of statutory pre-emption rights

This resolution gives the Directors of the Company the authority to allot equity securities on a non pre-emptive basis solely for the purposes of an allotment of shares in the Company pursuant to an authority given by Resolution 7 It will disapply the statutory pre-emption rights for such allotments until the earlier of the date which is 15 months after the resolution is passed and the conclusion of the next Annual General Meeting of the Company

ORDINARY RESOLUTION (RESOLUTION 7, as referred to above)

Authorisation to allot relevant securities

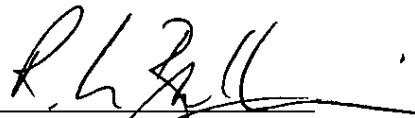
Under Section 551 of the 2006 Act, the Directors of the Company require the authority of the shareholders of the Company to be able to issue shares in the capital of the Company This resolution gives authority to the Directors of the Company to allot ordinary shares of £0 005 each in the capital of the Company

Resolution 7 1 allows the Directors to allot ordinary shares in respect of share options and warrants already in existence

Resolution 7.2 permits the Directors to further allot shares up to an aggregate nominal value of £18,850, approximately 5% of the Company's issued share capital

Resolution 7 3 permits Directors to allot shares up to an aggregate nominal value of £37,700, representing approximately 10% of the Company's issued share capital Any further issues of share capital over and above these amounts would require the Directors to seek a fresh approval from shareholders

Unless revoked, varied or extended, the Directors' authorities granted pursuant to this resolution will expire on the earlier of the date which is 15 months after the resolution is passed and the conclusion of the next Annual General Meeting of the Company



Director

