

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

Company no: 08882249

At the annual general meeting of the Company, duly convened on 30th October 2018 at 11 a.m., the following **SPECIAL RESOLUTION** was duly passed:

SPECIAL RESOLUTION

Disapplication of statutory pre-emption rights

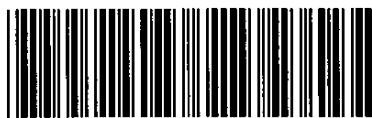
That subject to and conditional on the passing of Resolution 9, the Directors of the Company be and are hereby authorised pursuant to Section 570 of the 2006 Act to allot equity securities (within the meaning of Section 560 of the 2006 Act) for cash as if Section 561(1) of the 2006 Act did not apply to any such allotment provided that this authority shall be limited to the allotment of shares pursuant to the authorities contained in Resolution 9. This authority, unless duly renewed, varied or revoked by the Company, will expire on the date which is 15 months from the date of the passing of this resolution or, if earlier, the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution, save that the Company may before such expiry make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

ORDINARY RESOLUTION (RESOLUTION 9, as referred to above)

Authorisation to allot relevant securities

That in accordance with Section 551 of the Companies Act 2006 (the "2006 Act") the Directors of the Company be and are generally and unconditionally authorised to exercise all the powers of the Company to allot ordinary shares of £0.005 each in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company provided that the power hereby granted shall be limited to ordinary shares:

Resolution 9.1 up to a maximum nominal amount of £86.786 (in pursuance of the exercise of outstanding options and warrants granted by the Company prior to the date hereof but for no other purpose);




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Resolution 9.2 up to an aggregate nominal amount of £48,169 (in addition to the authority conferred in subparagraph 9.1 above) for the grant or award of further share options or warrants but for no other purpose; and

Resolution 9.3 up to an aggregate nominal value of £96,338 (in addition to the authorities conferred in subparagraphs 9.1 and 9.2 above) representing approximately 10% of the Company's issued share capital, provided that these authorities, unless duly renewed, varied or revoked by the Company, will expire on the date which is 15 months from the date of the passing of this resolution or, if earlier, the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require shares in the Company to be allotted after such expiry and the Directors may allot shares in the Company in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

The authority granted pursuant to this resolution is subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any applicable regulatory body or stock exchange.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made, pursuant to such authorities.



Director