

Company Number 119351
The Companies Act 2006
Public Company Limited by Shares
Resolutions of TClarke Plc ("the Company")
Passed on 10th May 2019

At the Annual General Meeting of the Company duly convened and held at 200 Aldersgate, St Paul's, London EC1A 4HD at 10.00am on Friday 10th May 2019 the following Ordinary Resolutions and Special Resolutions of the Company were duly passed:

ORDINARY RESOLUTIONS

Resolution 13:

That in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies which are subsidiaries of the Company during the period when this resolution has effect, be generally and unconditionally authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £10,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £10,000 in total; and
- (c) incur political expenditure not exceeding £10,000 in total

(as such terms are defined in the Companies Act 2006) during the period beginning with the date of passing of this resolution and ending at the earlier of the close of the next annual general meeting of the Company to be held in 2020 or the date that is 15 months from the date that this resolution is passed (whichever occurs first) provided that any such donations or expenditure together do not exceed £10,000 in total.

Resolution 14:

That the Directors be and are hereby generally and unconditionally authorised, in place of any such authorities previously granted, all of which are hereby revoked and cancelled to the extent not previously utilised, to exercise all powers of the Company to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company in accordance with Section 551 of the Companies Act 2006 up to an aggregate nominal amount of £1,432,430 provided that this authority shall expire at the close of the next annual general meeting of the Company to be held in 2020 or the date that is 15 months from the date that this resolution is passed (whichever occurs first) save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

Resolution 15:

That subject to the passing of resolution 14, the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) as if Section 561 of the Companies Act 2006 did not apply to any such allotment provided that this power shall be limited:

- (i) to the allotment of equity securities in connection with a rights or capitalisation issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective members' numbers of ordinary shares held by them but subject to such exclusions as the directors may consider appropriate to deal with fractional entitlements of holders of the shares or legal or practical problems in or under the laws of any territory outside the United Kingdom or any regulatory body or stock exchange; and
- (ii) to the allotment (otherwise than pursuant to subparagraph (i) above) of equity securities up to an aggregate nominal value of £214,886 (being approximately 5% of the issued share capital of the Company).

The power granted by this resolution shall expire at the close of the next annual general meeting of the Company to be held in 2020 or the date that is 15 months from the date that this resolution is passed (whichever occurs first) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted in pursuance of such offer or agreement as if the power conferred hereby had not expired and further provided that this power shall be in substitution for any previous power granted to the Directors; provided that Sections 560 and 574 of the Companies Act 2006 apply for the interpretation of this resolution.

Resolution 16:

THAT, subject to the passing of resolution 14, the Directors be authorised in addition to any authority granted under paragraph (ii) of resolution 15 to allot equity securities for cash either pursuant to the authority conferred by resolution 14 or by way of a sale of equity securities held as treasury shares, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, provided that this authority shall be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal value of £214,886 (being approximately 5% of the issued share capital of the Company); and
- (ii) used only for the purposes of financing (or refinancing, if the authority is used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The power granted by this resolution shall expire at the close of the next annual general meeting of the Company to be held in 2020 or the date that is 15 months from the date that this resolution is passed (whichever occurs first and unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or

might require equity securities to be allotted or sold after the power expires and the Directors may allot or sell equity securities under any such offer or agreement as if this power had not expired.

Resolution 17:

That pursuant to Article 49 of the Company's articles of association but notwithstanding Article 49 (C), the Company is generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 10p each in the capital of the Company ('Ordinary Shares') provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 4,297,720 (representing approximately 10% of the Company's issued ordinary share capital);
- (b) the minimum price (exclusive of any expenses) which may be paid for an Ordinary Share is 10p;
- (c) the maximum price (exclusive of any expenses) which may be paid for an Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share derived from the London Stock Exchange Daily Official List for the 10 business days immediately preceding the date on which such Ordinary Share is contracted to be purchased;
- (d) unless previously renewed, varied or revoked, the authority conferred shall expire at the close of the next annual general meeting of the Company to be held in 2020 or the date that is 15 months from the date that this resolution is passed, if earlier; and
- (e) the Company may make a contract for the purchase of Ordinary Shares under this authority before the expiry of this authority which would or might require to be executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares in pursuance of such a contract as if such authority had not expired.

Resolution 18:

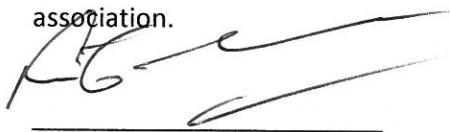
THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Resolution 19:

THAT, pursuant to section 77(1)(a) of the Companies Act 2006, the name of the Company be changed to TClarke plc.

Resolution 20:

THAT, with effect from the conclusion of the AGM, the articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.



Iain McCusker
Chairman