

Company number 2486024

RESOLUTIONS OF DIALIGHT PLC ("Company")

Passed on 17 April 2018

At the Annual General Meeting of the Company duly convened and held at 2 Gresham Street, London EC2V 7QP on Tuesday, 17 April 2018 at 11.30 am, the following resolutions were duly passed as ordinary and special resolutions.

ORDINARY RESOLUTION

Resolution 13 – Authority to allot shares

That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 ("CA 2006") to exercise all the powers of the Company to:

- (a) allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £204,883 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
- (b) allot equity securities up to an aggregate nominal amount of £409,767 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights to subscribe for or to convert any security into shares in the Company granted under paragraph (a) of this resolution 13) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter such authorities to apply until the end of the Company's next AGM after this resolution is passed (or, if earlier, until the close of business on 30 June 2019) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which

would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

SPECIAL RESOLUTIONS

Resolution 14 – Authority to renew the allotment of equity securities for cash other than on a pro-rata basis

That, in substitution for all existing powers and subject to the passing of resolution 13, the Directors be given the general power to allot equity securities (as defined by Section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 13 or by way of a sale of treasury shares, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited to:

(a) the allotment of equity securities and sale of treasury shares in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (b) of resolution 13 by way of a rights issue only):

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £30,733.

The power granted by this resolution will expire on 30 June 2019 or, if earlier, the conclusion of the Company's next AGM (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Resolution 15 – Authority to disapply pre-emption for acquisitions or specified capital investments

That, if resolution 13 is passed, the Board be given the power in addition to any power granted under resolution 14 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority granted under paragraph (a) of resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £30,733; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines 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,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 30 June 2019) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Resolution 16 – To authorise the Company to purchase its own shares

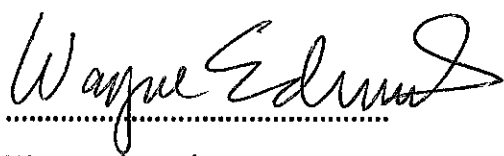
That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 1.89 pence in the capital of the Company (“ordinary shares”) provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 3,252,118 (representing approx. 10% of the issued share capital);
- (b) the minimum price which may be paid for an ordinary share is 1.89 pence;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
 - (i) an amount equal to 5% above the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out at the relevant time, including when the shares are traded on different venues.

This authority expires at the conclusion of the next AGM after this resolution is passed (or, if earlier, until the close of business on 30 June 2019) but during this period the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract.

Resolution 17 – To authorise the Company to call a general meeting on not less than 14 clear days’ notice

That a general meeting other than an Annual General meeting may be called on not less than 14 clear days’ notice.

A handwritten signature in black ink, reading "Wayne Edmunds". The signature is written in a cursive style with a large, stylized "W" and "E". Below the signature is a horizontal dotted line.

Wayne Edmunds

Chairman