

Company Number: 5195191

EXTRACT OF THE MINUTES OF

THE ANNUAL GENERAL MEETING OF CONNECT GROUP PLC

At the general meeting of the Company duly convened and held at Rowan House, Cherry Orchard North, Kembrey Park, Swindon, Wiltshire, SN2 8UH, on the 31st January 2020.

The following resolutions were duly passed:

Ordinary Resolutions

Resolution 14: to resolve that:

- (a) the directors be authorised to allot shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) in accordance with Article 7 of the Company's Articles of Association, up to a maximum nominal amount of £4,127,653 (such amount to be reduced by the nominal amount of any equity securities (as defined in Article 8 of the Company's Articles of Association) allotted under paragraph (ii) below in excess of £4,127,653); and
 - (ii) comprising equity securities (as defined in Article 8 of the Company's Articles of Association), up to a maximum nominal amount of £8,255,306 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in Article 8 of the Company's Articles of Association);
- (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 28 February 2021 (save that the Company shall be entitled under such authority, pursuant to Section 551(7) of the Companies Act 2006, to make any offer or agreement prior to expiry of such authority which would or might require shares to be allotted or rights to be granted on or after such expiry); and
- (c) all previous unutilised authorities under Section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to Section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

Special Resolutions

Resolution 17: to resolve that, pursuant to Section 701 of the Companies Act 2006, the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of any of its own ordinary shares in such manner and on such terms as the directors may from time to time determine provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 24,765,920;
- (b) the minimum price which may be paid for each ordinary share is 5p (exclusive of all expenses);
- (c) the maximum price which may be paid for each ordinary share is an amount (exclusive of all expenses) equal to the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the capital of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (ii) the price stipulated by the Regulatory Technical Standards pursuant to the Article 5(6) of the EU Market Abuse Regulation being the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the capital of the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this resolution will be carried out;
- (d) the authority shall, unless previously varied, revoked or renewed, expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 28 February 2021, save that the Company shall be entitled under such authority to make at any time before such expiry any contract or contracts to purchase its own shares which will or might be executed wholly or partly after such expiry and make a purchase of shares in pursuance of any such contract or contracts; and
- (e) all existing authorities for the Company to make market purchases of ordinary shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has or have not been executed.

Resolution 18: to resolve that a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution.



Signed:.....

Stuart Marriner
Company secretary
31st January 2020