

The Companies Act 2006
Public Company Limited by shares
Resolutions of
LMS CAPITAL PLC

At the Annual General Meeting of the above-named Company duly convened and held on 24 June 2020 the following resolutions were passed:


Ordinary Resolutions

12. That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') and in substitution for all existing authorities under that section, to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount of £2,690,915 during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company or on 30 June 2021, whichever is earlier, and provided further that the Company shall be entitled before such expiry to make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights under such offer or agreement as if this authority had not expired.

Special Resolutions

13. That, subject to the passing of resolution 12 above, the Directors be empowered under section 570 of the Act to allot equity securities as defined in section 560 of the Act, or cash pursuant to the general authority conferred on them by resolution 12 and/or to sell equity securities held by the Company as treasury shares for cash pursuant to section 727 of the Act, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
- a. any such allotment and/or sale of equity securities in connection with an offer by way of a rights issue or other pre-emptive offer or issue, open for acceptance for a period fixed by the directors, made to holders of ordinary shares (other than the Company) on the register on any record date fixed by the directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - b. any such allotment and/or sale, otherwise than pursuant to paragraph (a) above, of equity securities up to, in the case of ordinary shares, a nominal amount or, in the case of any other equity securities, giving the right to subscribe for or convert into ordinary shares having a nominal amount, not exceeding in aggregate £403,637 and this power shall expire at such time as the general authority conferred on the directors by resolution 12 expires, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the directors may allot equity securities and/or sell equity securities held as treasury shares under such offer or agreement as if this power had not expired.
14. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company, provided that:
- a. the maximum number of shares which may be purchased is 8,072,745;

- b. the minimum price (exclusive of expenses) that may be paid for a share is 10 pence;
 - c. the Company pays a price per share that is not more (excluding expenses) than the higher of (i) 5% above the average of the middle market quotations for the ordinary shares as derived from the Daily Official List for the five business days immediately before the day on which it purchases that share; (ii) the price of the last independent trade on the trading venue where the purchase is carried out; and (iii) the highest current independent purchase bid on that venue; and
 - d. the authority conferred by this resolution shall, unless previously renewed, expire at the end of the next Annual General Meeting of the Company, or on 30 June 2021, whichever is earlier, save that the Company may, before such expiry, enter into a contract for the purchase of shares which would or might be completed wholly or partly after such expiry and the Company may purchase shares under any such contract as if this authority had not expired.
15. That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.



Signed for and on behalf of IQ EQ Corporate Services (UK) Limited
Company Secretary

Dated: 25/06/2020