

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
COPY RESOLUTIONS OF
SCS GROUP PLC
(the "Company")

Passed the 23rd day of November 2016

At the Annual General Meeting of the Company, duly convened and held at 12:00 p.m. on 23 November 2016 at Ramside Hall Hotel, Durham, DH1 1TD the following Resolutions were duly passed as Ordinary and Special Resolutions of the Company as indicated below:-

ORDINARY RESOLUTION

12. That, pursuant to section 551 of the Act, the directors be generally and unconditionally authorised to exercise all powers of the Company to allot:
 - 12.1. Relevant Securities up to an aggregate nominal amount of £13,336.37, being approximately one-third of the aggregate value of the issued ordinary share capital of the Company as at 24 October 2016, being the latest practicable date prior to the publication of this document; and
 - 12.2. Relevant Securities comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £13,336.37, being approximately one-third of the aggregate value of the issued ordinary share capital of the Company as at 24 October 2016, being the latest practicable date prior to the publication of this document, in connection with an offer by way of a rights issue:
 - 12.2.1. to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - 12.2.2. to holders of other equity securities in the capital of the Company, 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 expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that (unless

previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on the date which is fifteen months after the date of this annual general meeting (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, 'Relevant Securities' means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right. These authorities are in addition to all existing authorities under section 551 of the Act.

SPECIAL RESOLUTIONS

14. That, subject to the passing of resolution 12 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 12 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - 14.1. the allotment of equity securities in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by paragraph 12.2 of resolution 12, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue):
 - 14.1.1. to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - 14.1.2. to holders of other equity securities in the capital of the Company, 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 expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- 14.2. the allotment of equity securities (otherwise than pursuant to paragraph 14.1 of this resolution) up to an aggregate nominal amount of £2,000.45, being approximately 5 per cent of the issued ordinary share capital of the Company as at 24 October 2016, being the latest practicable date prior to the publication of this document, and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on the date which is

fifteen months after the date of this annual general meeting, (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

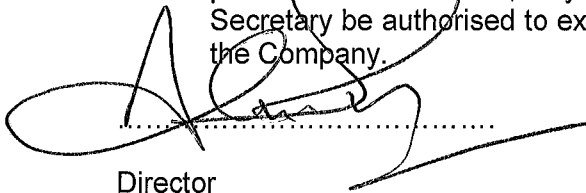
This power is in addition to all existing powers under section 570 of the Act.

15. That the Company be and is generally and unconditionally authorised, pursuant to section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares, subject to the following conditions:
 - 15.1. the maximum aggregate number of ordinary shares authorised to be purchased is 4,000,911 representing approximately 10 per cent of the Company's issued ordinary share capital as at 24 October 2016, being the latest practicable date prior to the publication of this document;
 - 15.2. the minimum price (excluding expenses) which may be paid for each ordinary share is 0.1 pence (being the nominal value of an ordinary share);
 - 15.3. the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - 15.3.1. 105 per cent of the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and
 - 15.3.2. an amount equal to the higher of the price of the last independent trade of a share and the highest current independent bid for a share as derived from the London Stock Exchange Trading System, and

this authority shall (unless previously revoked, varied or renewed) expire at the end of the next annual general meeting of the Company or at the close of business on the date which is fifteen months after the date of this annual general meeting (whichever is the earlier), so that the Company may, before the expiry of the authority, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority (save that in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry, where the Company may make a purchase of ordinary shares in pursuance of any such contract or contracts).

16. That:
 - 16.1. the appropriation of distributable profits of the Company to the payment of the interim dividend of 2.8 pence per Ordinary Share paid on 22 May 2015 (the Distribution) and having a total value of £1,044,000 be and is authorised, by reference to the same record date as the original accounting entries for the Distribution;

- 16.2. any and all claims which the Company has or may have arising out of or in connection with the payment of the Distribution against its shareholders who appeared on the register of shareholders on the relevant record date for the Distribution (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be waived and released, and a deed of release in favour of such shareholders (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be entered into by the Company in the form produced to the Annual General Meeting and initialled by the Chairman for the purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a Deed Poll for and on behalf of the Company; and
- 16.3. any and all claims which the Company has or may have against each Relevant Director and the Former Director (as such terms are defined in the Company's circular dated the same date as this notice and which is concerned with a Related Party Transaction or the personal representatives and their successors in title (as appropriate) of his estate, if such Relevant Director or the Former Director is deceased, arising out of or in connection with the approval, declaration or payment of the Distribution be waived and released and that a deed of release in favour of each of such Relevant Directors and the Former Director (or the personal representatives and their successors in title of his estate if such Relevant Director or the Former Director is deceased), be entered into by the Company in the form produced to the Annual General Meeting and initialled by the Chairman for the purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a Deed Poll for and on behalf of the Company.

A handwritten signature in black ink, consisting of a large, stylized 'A' followed by a series of loops and a long horizontal stroke extending to the right.

Director

Dated: 23 November 2016

Registered Office:
45-49 Villiers Street
Sunderland
SR1 1HA