

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

Passed the 21<sup>st</sup> day of November 2018

At the Annual General Meeting of the Company, duly convened and held at 2:00 p.m. on 21 November 2018 at The Royal County Hotel, Durham the following Resolutions were duly passed as Ordinary and Special Resolutions of the Company as indicated below:-

**ORDINARY RESOLUTION**

14. That, pursuant to section 551 of the Act, the directors be generally and unconditionally authorised to exercise all powers of the Company to allot:
  - 14.1. Relevant Securities up to an aggregate nominal amount of £13,294.51, being approximately one-third of the aggregate value of the issued ordinary share capital of the Company as at 10 October 2018, being the latest practicable date prior to the publication of this document; and
  - 14.2. Relevant Securities comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £13,294.51, being approximately one-third of the aggregate value of the issued ordinary share capital of the Company as at 10 October 2018, being the latest practicable date prior to the publication of this document, in connection with an offer by way of a rights issue:
    - 14.2.1. 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
    - 14.2.2. 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**

16. That, subject to the passing of resolution 14 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 14 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
  - 16.1. 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 14.2 of resolution 14, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue):
    - 16.1.1. 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
    - 16.1.2. 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

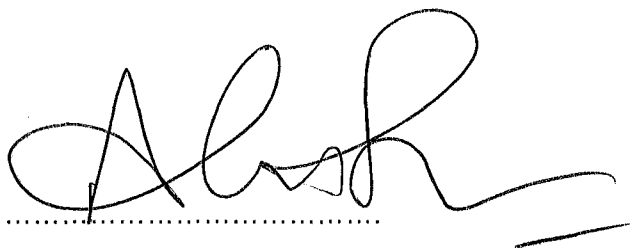
- 16.2. the allotment of equity securities (otherwise than pursuant to paragraph 16.1 of this resolution) up to an aggregate nominal amount of £2,000.45, being approximately 5 per cent of the issued ordinary share capital of the Company as at 10 October 2018, being the latest practicable date prior to 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.

17. 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:
  - 17.1. 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 10 October 2018, being the latest practicable date prior to the publication of this document;
  - 17.2. 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);
  - 17.3. the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
    - 17.3.1. 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
    - 17.3.2. 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).

A handwritten signature in black ink, consisting of a large, stylized 'A' followed by a series of loops and a long horizontal stroke at the end. The signature is written over a dotted line.

Director

Dated: 21 November 2018

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