

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS

- of -

TITON HOLDINGS PLC
(the "Company")

At the General Meeting of the Company held at 894 The Crescent, Colchester Business Park, Colchester, Essex, CO4 9YQ on 9 November 2018 at 11 a.m., the following resolutions were passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. That the Directors be and are hereby authorised to cancel the listing of the ordinary shares in the capital of the Company on the premium segment of the Official List of the Financial Conduct Authority and to cancel the admission of such ordinary shares to trading on the London Stock Exchange plc's Main Market for listed securities and to apply for admission of the said ordinary shares to trading on AIM, a market operated by London Stock Exchange plc.
2. That subject to the passing of Resolution 1 above and in place of all existing powers, the Directors be generally empowered pursuant to section 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash, pursuant to the authority conferred by Resolution 9 passed at the Company's annual general meeting on 21 February 2018, as if section 561(1) of the Companies Act 2006 did not apply to such allotment, provided that this power shall expire on the day 15 months after the General Meeting or, if sooner, at the end of the 2019 Annual General Meeting of the Company. This power shall be limited to the allotment of equity securities:
 - a. in connection with an offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement) in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares but subject to such exclusions or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
 - b. otherwise than pursuant to paragraph 2(a), up to an aggregate nominal amount of £165,000, (representing approximately 15 per cent. of the nominal value of ordinary shares in issue on 10 October 2018,

but the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after this power expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 9 passed at the Company's annual general meeting on 21 February 2018" were omitted.

Date: *9th November 2018*

Chief Executive Officer

