



## **RESOLUTIONS OF CONTOURGLOBAL PLC (THE "COMPANY") (Passed 21 May 2019)**

At the Annual General Meeting of the members of the Company convened and held on 21 May 2019, the following resolutions were duly passed:

### **As an Ordinary Resolution:**

#### **Resolution 15 - Directors' authority to allot shares**

That the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot:

- (a) shares in the Company or to grant rights to subscribe for, or to convert any securities into, shares in the Company up to a maximum aggregate nominal amount of £2,235,709; and in addition
- (b) equity securities (as defined in section 560 of the Act) of the Company up to an aggregate nominal amount of £2,235,709 in connection with an offer of such securities by way of a rights issue,

provided that such authority shall apply in substitution for any previous authorities pursuant to section 551 of the Act and that this authority shall expire at the end of the next Annual General Meeting of the Company or 30th June 2020, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require rights to subscribe for or to convert any securities into shares to be granted or equity securities to be allotted after such expiry and the Directors may allot equity securities or grant such rights under any such offer or agreement as if the authority conferred by this resolution had not expired.

For the purposes of this Resolution, "rights issue" means an offer to:

- (i) holders of ordinary shares on the register on a record date fixed by the Directors in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the securities is due, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates or legal or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange, in any territory.

## **As Special Resolutions:**

### **Resolution 16 - Disapplication of pre-emption rights**

That, subject to the passing of resolution 15, the Directors be and are hereby authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash:

- (a) pursuant to the authority given by paragraph (a) of resolution 15 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this authority shall be limited:
  - (i) to the allotment and/or sale of equity securities in connection with a pre-emptive offer;
  - (ii) to the allotment and/or sale of equity securities otherwise than in connection with a pre-emptive offer, up to an aggregate nominal value of £335,356
- (b) pursuant to the authority given by paragraph (b) of resolution 15 to the allotment and/or sale of equity securities in connection with any offer of such securities by way of a pre-emptive rights issue, such authority to expire at the end of the next Annual General Meeting of the Company or 30th June 2020, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require 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 in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this Resolution:

- (i) “rights issue” has the same meaning as in Resolution 15; and
- (ii) “pre-emptive offer” means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

### **Resolution 17 - Disapplication of pre-emption rights in connection with an acquisition or specified capital investment**

That, subject to the passing of resolution 15, the Directors be and are hereby authorised pursuant to section 570 of the Act, in addition to any authority granted under resolution 16, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority given by resolution 15 and/or to sell equity securities held 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 or sale, provided that this power shall be:

- (a) limited to the allotment and/or sale of equity securities or sale of treasury shares up to an aggregate nominal value of £335,356; and

- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the PreEmption Group prior to the date of this Notice,

such authority to expire at the end of the next Annual General Meeting of the Company or 30th June 2020, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement 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 in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

#### **Resolution 18 – Authority to purchase own shares**

To unconditionally and generally authorise the Company for the purpose of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares which may be purchased is 67,071,292;
- (b) the minimum price which may be paid for each share is £0.01;
- (c) the maximum price which may be paid for a ordinary share is an amount equal to the higher of (i) 105 per cent. of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;
- (d) this authority shall expire at the end of the next Annual General Meeting of the Company or 30th June 2020, whichever is the earlier (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

#### **Resolution 19 – Notice of general meetings**

To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.

#### **As an Ordinary Resolution:**

#### **Resolution 20 – Political donations**

That the Company, and all companies that are its subsidiaries, at any time during the period during which this resolution is in force, be and are hereby authorised for the purposes of Part 14 of the Act, in aggregate, to:

(a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;

(b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and

(c) incur political expenditure not exceeding £50,000 in total,

from the date of the passing of this resolution until the conclusion of the next Annual General Meeting, or 30th June 2020, whichever is sooner. All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

For the purposes of this resolution the terms “political donation”, “political parties”, “independent election candidates”, “political organisation” and “political expenditure” have the meanings given by sections 363 to 365 of the Act.

**Kerry Watson**  
**Company Secretary**  
**21 May 2019**