

Results of voting – General Meeting 2 December 2019

Share reorganisation and change of name

Resolutions:

Resolution 1, an ordinary resolution to grant the directors authority pursuant to section 551 of the Act to issue 245 Ordinary Shares to facilitate the Share Reorganisation.

Resolution 2, a special resolution to grant the directors authority to disapply pre-emption rights pursuant to section 570 of the Act pursuant to section 551 of the Act to order to issue 245 Ordinary Shares to facilitate the Share Reorganisation.

Resolution 3, an ordinary resolution the passing of which is conditional on the passing of Resolutions 1, 2 and 4, will propose that: (a) each of the Existing Ordinary Shares to be consolidated into New Consolidated Ordinary Shares of £260 each on the basis that every 4,000 Existing Ordinary Shares will be consolidated into one New Consolidated Ordinary Share. The treatment of any fractions arising as a result of the Consolidation is explained in paragraph 3 above; and (b) the New Consolidated Ordinary Shares of £260 each to be subdivided into 250 New Ordinary Shares of 6.5p each and 3,750 Deferred Shares of 6.5p each.

Resolution 4, a special resolution the passing of which is conditional on the passing of Resolutions 1, 2 and 3 will propose that the amendment of the articles of association of the Company to reflect the rights and restrictions attaching to the Deferred Shares (as set out in paragraph (ii) of Resolution 3 in the notice of GM).

Resolution 5, a special resolution, will propose that the name of the Company be changed to Journeo plc.

Resolution 6 an ordinary resolution the passing of which is conditional on the passing of Resolutions 1, 2, 3 and 4 will propose to grant the Directors authority pursuant to section 551 of the Act to allot New Ordinary Shares up to a nominal value of £189,393.75, representing approximately half of the issued ordinary share capital immediately following completion of the Share Reorganisation.

Resolution 7, a special resolution the passing of which is conditional on the passing of Resolutions 1, 2, 3, 4 and 6 to disapply pre-emption rights pursuant to section 570 of the Act. This resolution allows the Directors to allot shares on a non pre-emptive basis, limited to:

- (a) allotments pursuant to offers of shares to existing Shareholders in proportion to their existing holdings subject only to exclusions to deal with fractional entitlements and legal or practical problems in connection with overseas territories; and
- (b) a nominal value of £189,393.75, representing approximately 50 per cent. of the issued ordinary share capital immediately following completion of the Share Reorganisation.

Resolution	Total votes	Votes for	% for	Votes against	% against
1	14,595,796	14,352,000	99.76	69,891	0.24
2	14,595,796	14,350,000	99.75	71,891	0.25
3	14,595,796	14,350,000	99.75	71,891	0.25
4	14,595,796	14,350,000	99.75	71,891	0.25
5	14,595,796	14,350,000	99.75	71,891	0.25
6	14,595,796	14,352,000	99.76	69,891	0.24
7	14,595,796	14,350,000	99.75	71,891	0.25