COMPANY NUMBER 7151159

CPPGROUP PLC

At the Annual General Meeting of the Company duly convened and held at CPPGroup Plc, 6 East Parade, Leeds, LS1 2AD at 11.00 a.m. on 28 May 2020, the following resolutions were passed:

ORDINARY RESOLUTIONS

5. That, subject to and conditional on admission of the New Ordinary Shares (as defined below) to trading on AIM, becoming effective, all of the ordinary shares of 1 penny each in the capital of the Company (the "**Existing Ordinary Shares**") be consolidated into new ordinary shares of £1.00 each (the "**New Ordinary Shares**") on the basis of 1 New Ordinary Share of £1.00 for every 100 Existing Ordinary Shares of 1 penny each, each such New Ordinary Share having the rights and being subject to the restrictions (save as to nominal value) as the Existing Ordinary Shares as set out in the Company's articles of association, provided that:

   (a) any fractions of New Ordinary Shares to which any holder of Existing Ordinary Shares would otherwise be entitled arising from such consolidation shall be aggregated with other fractions of New Ordinary Shares to which other members of the Company may be entitled and consolidated so far as is possible into New Ordinary shares and sold for the benefit of the Company.

   (b) the Directors of the Company be authorised to sell on behalf of the relevant members, all fractional entitlement shares or any New Ordinary Shares arising therefrom and to pay the purchase price (net of expenses) in due proportion among the relevant members entitled thereto (save that no amounts shall be paid to any member where the individual amount of net proceeds to which any member is entitled is less than £3.00 (which proceeds may be retained for the benefit of the Company) and any fraction of a penny which would otherwise be payable shall be rounded down in accordance with the usual practice of the registrar of the Company).

   (c) any director (or any person appointed by the directors) shall be and is hereby authorised on behalf of all relevant members to execute an instrument or transfer in respect of such fractional entitlement shares or any New Ordinary Shares arising therefrom and to do all acts and things the directors consider necessary or expedient to effect the transfer of such shares to or in accordance with the directions of, any buyer of such shares.

   For the purposes of implementing the provisions of this paragraph the Board may appoint any other person to execute sales, transfers or renunciations on behalf of persons otherwise entitled to such fractions and generally may make all arrangements which appear to them to be necessary or appropriate for the settlement and disposal of the fractional entitlement shares or New Ordinary Shares arising therefrom.

6. That pursuant to section 551 of the Companies Act 2006 (the "**Act**") the Directors be, and they are, hereby generally and unconditionally authorised to exercise all of the powers of the Company to allot and grant rights to subscribe for, or convert any security into ordinary shares in the capital of the Company ("**Ordinary Shares**") up to a maximum nominal amount (within the meaning of section 551(3) and (6) of the Act) of £2,882,166 to such persons at such times and on such terms as they think proper during the period from the passing of this resolution and expiring on 27 August 2021 or at the conclusion of the next Annual General Meeting of the Company to be held in 2021 (or any adjournment thereof), whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted after such expiry and the Board may allot such Ordinary Shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

7. That subject to the passing of resolution 6 set out above, the Directors be, and they are, hereby generally authorised pursuant to section 571 of the Act to allot for cash or otherwise equity securities (as defined in section 560 of the Act) of the Company pursuant to the authority conferred by resolution 6 set out above as if section 561 of the Act did not apply to such allotment or sale provided that this power shall be limited:

   (a) to the allotment of equity securities for cash in connection with or pursuant to an offer by way of a rights issue, open offer or otherwise in favour of the holders of Ordinary Shares where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on the record date for such allotment but subject to such exclusions or other arrangements as the Directors of the Company (the "**Directors**") may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatsoever;

(b) to the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above, pursuant to the terms of any share schemes for directors and employees of the Company or any of its subsidiaries; and

(c) to the allotment otherwise than pursuant to subparagraphs (a) and (b) above of equity securities not exceeding in aggregate the nominal amount of £864,650, being an aggregate nominal amount equal to 10% of the aggregate nominal amount of the share capital of the Company as at close of business on the 22 April 2020, being the latest practicable date before publication of this notice (the "**Latest Practicable Date**").

Provided further that the authority hereby granted shall expire (unless renewed, varied or revoked by the Company) on 27 August 2021 or at the conclusion of the next Annual General Meeting of the Company to be held in 2021 (or any adjournment thereof), whichever is the earlier, save that the Company may, before such expiry, make any offer or agreement which would or might require equity securities to be allotted or rights to be granted after the expiry of such power and the Directors may allot shares, or grant rights to subscribe for or to convert any securities into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

8. That the Company is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of any of its Ordinary Shares (whether Existing Ordinary Shares or, subject to the passing of resolution 5, the New Ordinary Shares) on such terms and in such manner as the Directors may from time to time determine, provided that:

   (a) the *maximum number* of Ordinary Shares which *may* be purchased will be 864,650 or, in the event that resolution 5 is not passed, 86,463,994 Ordinary Shares (representing 10% of the issued share capital) ;

   (b) the minimum price (excluding any expenses) which may be paid for each Ordinary Share is the nominal value at the date of purchase.;

   (c) the maximum price (excluding any expenses) which may be paid for each Ordinary Share shall not be more than the higher of:

      i. the amount equal to 5% above the average of the closing middle market quotations for the Ordinary Shares as derived from the AIM appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and

      ii. the value of each Ordinary Share on the basis of the higher of the price quoted for:

      (A) the last independent trade of; and

      (B) the highest current independent bid for

      an Ordinary Share on the trading venue where the purchase is carried out at the relevant time, including when the Ordinary Shares are traded on different venues;

   (d) the authority hereby conferred shall expire on 27 August 2021 or at the conclusion of the next Annual General Meeting of the Company to be held in 2021 (or any adjournment thereof), whichever is the earlier (unless such authority is renewed, revoked, or varied by the Company at a general meeting prior to such time); and

   (e) the Company may, before this authority expires, make a contract to purchase Ordinary Shares under the authority which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares pursuant to any such contract as if this authority had not expired.

Lorraine Beavis
Company Secretary

9 June 2020