

**COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

PINEAPPLE CORPORATION PLC (the "Company")

At an Annual General Meeting of the Company held on 07 September 2016 the following resolutions were passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. "THAT the Company be and is unconditionally and generally authorised for the purposes of Section 701 of the Companies Act 2006 (the "Act") to make market purchases (as defined in Section 693(4) of the Act) of Ordinary Shares of £1 each in the capital of the Company subject as follows:
 - (i) the maximum number of shares which may be so acquired is 2,000,000;
 - (ii) the minimum price which may be so paid is £1 per share;
 - (iii) the maximum price which may be so paid for each share shall not exceed the net asset value per Ordinary Share as calculated from the last audited or interim accounts of the Company;
 - (iv) this authority shall expire 18 months from the date of this resolution;
 - (v) the Company may agree before the authority expires under paragraph (iv) above to purchase Ordinary Shares where the purchase will or may be executed after the authority expires (either wholly or in part). The Company may complete any such purchase even though the authority has expired; and
 - (vi) the Company may hold any shares purchased under this authority as Treasury Shares under section 724 of the Act."
2. "THAT the Company be generally authorised to make off-market purchases (as defined in Section 693(2) of the Companies Act 2006 (the "Act") of Ordinary Shares of £1 each in the capital of the Company, providing always that the provisions of Sections 694, 695 and 696 of the Act are complied with."
3. "THAT pursuant to Section 551 of the Companies Act 2006 (the "Act") the Directors be and are hereby generally and unconditionally authorised to exercise all of the powers of the Company to allot equity securities (as defined in the Act) up to a maximum nominal amount of £10,000,000 to such persons and at such times and on such terms as they think proper during the period of eighteen months from the date of the passing of this resolution (and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority) and all unexercised authorities previously granted to the Directors to allot shares or equity securities be and are hereby revoked."

4. "That subject to the passing of Resolution 3 above, and in accordance with section 570 of the Companies Act 2006 (the "Act"), the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 3 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:
- (a) in connection with an offer of equity securities to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £5,000,000.

and provided that this power shall expire on the date eighteen months from the date of passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired."


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Chairman