

**RESOLUTIONS**  
**OF**  
**HEURSTON GROUP PLC (the “Company”)**

**Passed on 22<sup>nd</sup> June 2017**

At the annual general meeting of the Company, duly convened and held in accordance with the Company’s articles of association at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD, England, Australia on the 22<sup>nd</sup> June 2017, the following resolutions were duly passed:

**Ordinary Resolutions**

1. The Board of Directors proposes to the Annual General Meeting of Shareholders to adopt and approve the minutes of the General Meeting of Shareholders held on 12 January 2017 in Bucharest, as presented to the shareholders prior to the Meeting.

Votes For:	154,037,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,428,858	100%

2. To receive, approve and adopt the Company's annual accounts for the financial year ended 30 June 2016, together with the directors' report and the auditors' report on those accounts.

Votes For:	154,037,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,428,858	100%

3. To appoint Moore Stephens as auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.

Votes For:	154,237,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,628,858	100%

4. To authorise the directors to fix the remuneration of the auditors.

Votes For:	154,237,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,628,858	100%

5. To re-elect, Mr. Marino Sussich as Director of the company.

Votes For:	154,037,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,428,858	100%

6. To appoint Mr. Harry Hatch who has consented to act as a Director of the company

Votes For:	187,228,866	99.9%
Votes Against:	200,000	0.1%
Votes Withheld:	-	0%
Total Cast:	187,428,866	100%

### **Special Resolutions**

7. THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.10 each in the capital of the Company upon such terms and in such manner as the directors of the Company shall determine, provided that:

7.1 The maximum aggregate number of ordinary shares authorised to be purchased is 32,715,126;

7.2 The minimum price which may be paid for such ordinary shares is £0.10 per share (exclusive of expenses);

7.3 Unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company to be in held 2018, save that the Company may before the expiry of such authority make a contract to purchase which will or may be executed wholly or partly after the expiry of such authority and the Company may make a purchase of such shares after such expiry pursuant to such contract.

Votes For:	154,237,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,628,858	100%

8. THAT the current Article 26 of the Company's Articles of Association of the company be deleted and replaced with the following Article:

Votes For:	154,237,419	82.2%
Votes Against:	33,391,439	17.8%
Votes Withheld:	-	0%
Total Cast:	187,628,858	100%

*At each annual general meeting of the Company, one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office but shall be eligible for re-appointment*



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**Company Secretary**