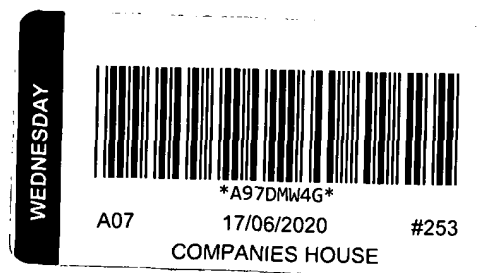


Number of Company: 175912

The Companies Act 2006

Company Limited by Shares



ORDINARY AND SPECIAL RESOLUTIONS

of

ANDREWS SYKES GROUP PLC

Passed on 16th June 2020

At the 2020 Annual General Meeting of Andrews Sykes Group plc duly convened and held at Unit 5, Peninsular Park Road, London, SE7 7TZ on 16th June 2020 at 3.30 pm the following Resolutions 1 to 7 were passed as Ordinary Resolutions and Resolution number 8 as a Special Resolution.

As ordinary business:

Ordinary resolutions

1. That the financial statements for the 12 months ended 31st December 2019, together with the report of the Directors and of the Auditors, be and they are hereby received and adopted.
2. That Mr X Mignolet, who retires by rotation and offers himself for re-election, be and is hereby re-elected.
3. That Ms M-C Leon, who retires by rotation and offers herself for re-election, be and is hereby re-elected.
4. That the 2019 final dividend of 10.5 pence per ordinary share recommended by the Board of Directors be and is hereby approved to be paid to shareholders on the register as at 29th May 2020 on 19th June 2020.
5. That Grant Thornton UK LLP be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid before the Company at a remuneration to be fixed by the Directors.

As special business:

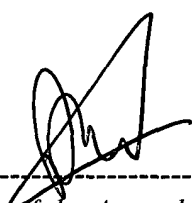
Ordinary resolutions

- 6 That the directors, in substitution for all authorities previously conferred upon them (save to the extent that such authorities shall have been exercised) be and they are hereby authorised generally and unconditionally for the purposes of Section 551 of the Companies Act 2006 to allot, or grant options over, relevant securities (as therein defined) up to a maximum aggregate nominal amount of £63,261 such authority to expire at the end of the Annual General Meeting of the Company to be held in 2021 or, if sooner, the date being 15 months after the passing of this resolution, save where the directors exercise such authority pursuant to an offer or agreement made prior to such expiry.
- 7 That the company be given the general authority to make market purchases (as defined by Section 693(4) of the Companies Act 2006) of ordinary shares of one pence each in its capital, subject as follows:
 - 7.1 the maximum number of shares which may be so purchased is 5,271,794 Ordinary Shares of one pence each:
 - 7.2 the minimum price which may be paid for such shares is the nominal value of such shares:
 - 7.3 the maximum price which may be paid per share is a sum equal to 105% of the average of the market values of the Ordinary Shares of the Company in the Daily Official List of the Stock Exchange on the five business days immediately preceding the date of purchase:
 - 7.4 the authority conferred by this resolution shall expire at the end of the Annual General Meeting of the company to be held in 2021 or, if sooner, the date being 15 months after the passing of this resolution.

Special resolution

- 8 That subject to the passing of resolution numbered 6 above, the directors be and they are hereby generally empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560(1) of the said Act for cash) pursuant to the authority conferred by the resolution numbered 6 above as if Section 561(1) of the said Act did not apply to any such allotment of equity securities provided that the authority hereby conferred shall be limited (a) to the allotment of equity securities in connection with a rights issue in favour of the holders of equity securities in proportion to their respective holdings of such securities or (as the case may be) in accordance with the rights attached hereto, but subject to such exclusions or arrangements as the directors shall deem necessary in relation to fractional entitlements or pursuant to the laws of any territory or requirements of any regulatory body or any stock exchange in any territory, and (b) the allotment (otherwise than pursuant to (a) of this resolution) of equity securities up to an aggregate nominal amount of £63,261; this authority to expire at the end of the Annual General Meeting of the company to be held in 2021 or, if sooner, the date being 15 months after the passing of this resolution, save to the extent that the directors exercise such authority pursuant to an offer or agreement made prior to the date of such expiry.

Signed:


PT Wood -----
Director and Chairman of the Annual General Meeting

Date: 16th June 2020