

**THE COMPANIES ACT 2006**

**PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**OF**

**SAFELAND PLC**

**(the "Company")**

Passed 29 September 2020

WEDNESDAY



A44 \*A9ENWKGB\* 30/09/2020 #34  
COMPANIES HOUSE

At the annual general meeting of the company, duly convened and held at 10 a.m. on 29 September 2020 at 1a Kingsley Way London N2 0FW, the following resolution numbered 1 was duly passed as an ordinary resolution of the Company, and the following resolution numbered 2 was duly passed as a special resolution of the Company:

**ORDINARY RESOLUTIONS**

1. THAT:
  - 1.1 the Directors be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company ("**Rights**") up to an aggregate nominal amount of £225,743;
  - 1.2 this authority shall expire (unless previously revoked, varied or renewed by the Company) on the earlier of the conclusion of the next annual general meeting of the Company to be held in 2020 and 30 September 2021;
  - 1.3 the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or Rights to be granted after it has expired and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and
  - 1.4 all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

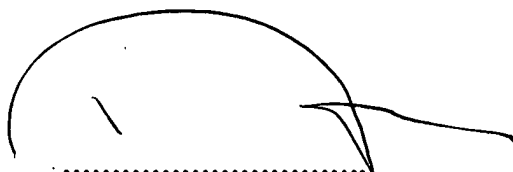
**SPECIAL RESOLUTION**

2. THAT subject to the passing of resolution 1 above, the Directors shall have the power under section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the general authority conferred on them by resolution 1 above and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Companies Act 2006,

in each case as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited to:

- 2.1 any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- 2.2 any such allotment and/or sale, otherwise than pursuant to paragraph 2.1 above, of equity securities having, in the case of ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £67,723,

and this authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by resolution 1 expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

A handwritten signature in black ink, consisting of a large, sweeping arch over a horizontal line, with a small vertical stroke and a trailing line extending to the right.

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**Director of Safeland Plc**