

Company No 02956279

The Companies Act 2006

Public Company Limited by shares

Ordinary and Special Resolutions of

BRANDSHIELD SYSTEMS PLC

At the Annual General Meeting of the above-named Company duly convened and held on the 23 August 2023 the following resolutions were passed as Ordinary and Special Resolution:

Ordinary Resolution

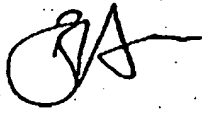
5. THAT the Directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £1,000,000 (being approximately 59% percent of the current issued share capital of the Company as at the date of this document) during the period commencing on the date of the passing of this resolution and expiring on the earlier of 23 November 2024 or the conclusion of the Company's Annual General Meeting in 2024, provided further that the Company shall be entitled before such expiry to make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights under such offer or agreement as if this authority had not expired.

Special Resolution

6. THAT, subject to and conditional upon the passing of resolution 5 above, the Directors of the Company be empowered under section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash and/or to sell or transfer shares held by the Company in treasury (as the Directors shall deem appropriate) under the authority conferred on them under section 551 of the Act by resolution 5 above as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with any rights issue or other pro-rata offer in favour of the holders of ordinary shares of 1p each in the Company where the equity securities respectively attributable to the interests of all such holders of shares are proportionate (as nearly as may be) to the respective numbers of shares held by them, provided that the Directors of the Company may make such arrangements in respect of overseas holders of shares and/or to deal with fractional entitlements as they consider necessary or convenient; and
 - (b) the allotment (otherwise than under sub-paragraph (a) above) of equity securities and/or the sale or transfer of shares held by the Company in treasury (as the Directors shall deem appropriate) up to an aggregate nominal amount of £1,000,000 (being approximately 59% percent of the current issued share capital of the Company as at the date of this document) and this authority shall expire on the earlier of 23 November 2024 or the conclusion of the Company's Annual General Meeting in 2024, whichever is earlier, provided that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities under such offers or agreements as if the power conferred by this resolution



had not expired and provided further that this authority shall be in substitution for, and to the exclusion of, any existing authority conferred on the Directors.

A handwritten signature in black ink, consisting of a stylized 'C' followed by a vertical line and a horizontal stroke.

COMPANY SECRETARY