

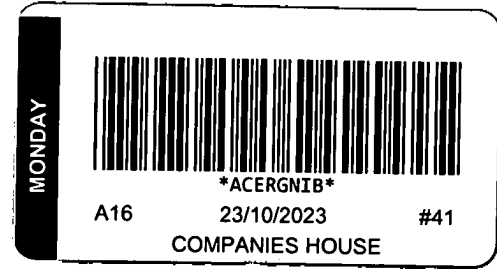
**Company No. 02956279**

The Companies Act 2006

Public Company Limited by shares

Ordinary and Special Resolutions of

**BRANDSHIELD SYSTEMS PLC**  
(the "Company")



At the General Meeting of the above-named Company duly convened and held on 13 October 2023 the following resolutions were passed as Ordinary and Special Resolutions, as indicated below:

**Ordinary Resolutions**

1. That the waiver granted by the Panel on Takeovers and Mergers of the obligation that would otherwise arise on the Concert Party (as defined in the circular published by the Company and dated 20 September 2023 of which this notice forms part, hereinafter referred to as the "Circular") to make a general offer under Rule 9 of the City Code, as a result of the issue to them, in aggregate, of 32,939,572 ordinary shares in the capital of the Company pursuant to the Subscription and the exercise of the Subscription Warrants, New Options and Broker Warrants (as defined in the Circular) held by members of the Concert Party, be and is hereby approved.
2. That, conditional upon the passing of Resolutions numbered 1, 3 and 4 in the notice, notwithstanding and without prejudice to the authorities and powers granted to the directors of the Company ("Directors") pursuant to resolution 5 passed at the annual general meeting of the Company held on 23 August 2023, the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Companies Act"), in addition to all existing authorities to the extent unused, 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 £775,000 in connection with and for the purposes of the Open Offer (as such term is defined in this Circular), and subject to such terms as the Directors may determine. This authority, unless renewed, extended, varied or revoked by the Company in a general meeting, shall expire on the earlier of 15 months' after the Resolution is passed, or the date of the Company's next annual general meeting, save that the Company may, prior to such expiry, make an offer or agreement in connection with the Open Offer which would or might require shares in the Company to be allotted or Rights to be granted after such expiry and the Directors may allot shares and grant Rights in pursuance

of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

### **Special Resolutions**

3. That, conditional upon the passing of Resolutions numbered 1, 2 and 4 in the notice subject to and conditional on the passing of Resolution 2 above, in accordance with section 571 of the Companies Act and notwithstanding and without prejudice to the authorities and powers granted to the Directors pursuant to resolution 5 passed at the annual general meeting of the Company held on 23 August 2023, the Directors be and are hereby empowered pursuant to section 571 of the Companies Act to allot equity securities (as defined in section 560 of the Companies Act) of the Company pursuant to the authority conferred by Resolution 2 above as if section 561(1) of the Companies Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £775,000 in connection with and for the purposes of the Open Offer (as such term is defined in this Circular), provided that the authority and power granted by this resolution shall, unless renewed, extended, varied or revoked by the Company in general meeting, shall expire on the earlier of 15 months' after the Resolution is passed, or the date of the Company's next annual general meeting, save that the Company may before such expiry make an offer or agreement 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 offer or agreement notwithstanding the expiry of the power given by this resolution.
4. That in accordance with Rule 41 of the AIM Rules, and conditional upon the passing of Resolutions numbered 1, 2 and 3 in the notice the cancellation of the admission of the Ordinary Shares to trading on AIM, the market of that name operated by the London Stock Exchange plc, be and is hereby approved and that the directors of the Company be generally and unconditionally authorised to take all actions reasonable or necessary to effect such cancellation.



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**COMPANY SECRETARY**