

Company No. 03740688

PRINT OF ORDINARY AND SPECIAL RESOLUTIONS

- of -

PRIMORUS INVESTMENTS PLC

Passed on 15th August 2023



At the annual general meeting of the Company duly convened and held on 15 August 2023, the following resolutions were passed:

ORDINARY RESOLUTION

Resolution 1: That the directors are generally and unconditionally authorised (in substitution for all subsisting authorities to the extent unused) pursuant to section 551 of the Companies Act 2006 (the "**CA 2006**") to allot shares in its capital or grant rights to subscribe for or to convert any securities into such shares ("**Rights**") up to a maximum aggregate nominal amount of £279,661.94 (representing 139,830,968 ordinary shares of 0.2p each or 100 per cent. of the issued share capital of the Company), such authority to expire at the close of business on 30 June 2023 or, if earlier, at the conclusion of the Company's next annual general meeting (or adjournment thereof) after the passing of this resolution.

Notwithstanding such expiry, the authority shall still permit the Company to make allotments of shares or grant Rights in respect of offers or agreements made before such expiry, which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights under any such offer or agreement as if the authority had not expired. All authorities vested in the directors on the date of this notice to allot shares and grant Rights that remain unexercised at the commencement of the meeting are hereby revoked without prejudice to any allotment of securities pursuant thereto.

SPECIAL RESOLUTIONS

Resolution 2: That, subject to the passing of resolution 1 above, the directors are empowered (in substitution for all subsisting authorities to the extent unused) pursuant to sections 570 and 573 of the CA 2006 to allot equity securities (as defined in section 560 of the CA 2006) for cash, pursuant to the authority conferred on them by resolution 6 or by way of sale of treasury shares, as if section 561 of the CA 2006 did not apply to any such allotment, provided that this power is limited to:

- (a) the allotment of equity securities in connection with any rights issue or open offer or any other pre-emptive offer which is open for acceptance for a period determined by the directors, to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to (i) fractions of such securities, (ii) the use of one or more currencies for making payments in respect of such offer, (iii) any such shares or other securities being represented by depositary receipts, (iv) treasury shares or (v) any legal or practical

problems arising under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory; and

- (b) the allotment of equity securities (other than pursuant to paragraph (i) above) up to a maximum aggregate nominal amount of £139,830.97 (representing 69,915,485 ordinary shares of 0.2p each or approximately 50 per cent. of the issued share capital of the Company).

The power given by this resolution shall expire on the revocation or expiry (unless renewed) of the authority granted under resolution 6. Notwithstanding such expiry, the power shall still permit the Company to make allotments of equity securities in respect of offers or agreements made before such expiry which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement as if the power had not expired. All previous powers under sections 570 and 573 of the CA 2006 are revoked without prejudice to any allotment of securities pursuant thereto.

Resolution 3: That the Company is generally and unconditionally authorised pursuant to section 701 of the CA 2006 to make market purchases (as defined by section 693 of the CA 2006) of any of its ordinary shares upon and subject to the following conditions:

- (a) the maximum number of ordinary shares authorised to be purchased under this authority is 13,983,097;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value;
- (c) the maximum price which may be paid for an ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is purchased and (ii) the higher of the price of the last independent trade and the highest current bid on the London Stock Exchange at the time the purchase is carried out (in each case, exclusive of expenses); and
- (d) the authority hereby conferred shall (unless previously renewed) expire at the close of business on 30 June 2023 or, if earlier, at the conclusion of the Company's next annual general meeting (or adjournment thereof) after the passing of this resolution except that the Company may at any time prior to the expiry of such authority enter into a contract for the purchase of ordinary shares which would or might be completed wholly or partly after the expiry of such authority and the Company may complete a purchase of ordinary shares in pursuance of any such contract as if the authority had not expired.



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Director