

# CASHFAC

22<sup>nd</sup> March 2021

**Cashfac PLC - Registered Number 03781239**

**Extract of the Minutes of the Cashfac PLC ("the Company") AGM, held virtually on 11<sup>th</sup> March 2021.**

It was resolved by way of Special Resolution:





4. THAT the articles of association of the Company attached to this notice be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
5. (Article 12. Convening General Meetings) THAT (Article 12.1) The board shall determine whether a general meeting is to be held as a physical general meeting and/or an Electronic General Meeting. The board may call general meetings whenever and at such times and places, including on Electronic Platforms, as it shall determine.

(Article 12.2) The board shall specify in the notice calling the general meeting whether the meeting will be physical and/or electronic. Such notice shall also specify the time, date and place and/or Electronic Platform(s) of the general meeting.

6. (Article 13. Electronic General Meetings) THAT (Article 13.1) The board may resolve to enable persons entitled to attend an Electronic General Meeting to do so by simultaneous attendance by electronic means with no member necessarily in physical attendance at the Electronic General Meeting. The members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chairman of the general meeting is satisfied that adequate facilities are available throughout the Electronic General Meeting to ensure that members attending the Electronic General Meeting who are not present together at the same place may attend and participate in the business of the general meeting.

(Article 13.2) If it appears to the chairman of the general meeting that the Electronic Platform(s), facilities or security at the Electronic General Meeting have become inadequate for the purposes of the meeting, then the chairman may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at that general meeting up to the time of that adjournment shall be valid and the provisions of article 14 shall apply to that adjournment.

(Article 13.4) Nothing in these articles prevents a general meeting being held both physically and electronically.

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Registered in England: 3781239 | VAT Number: 628415731

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7. (14. Adjournments) THAT (Article 14.1) The chairman of a meeting can adjourn the meeting before or after it has started, and whether or not a quorum is present, if he considers that:- (i) there is not enough room for the number of shareholders and proxies who can and wish to attend the meeting; (ii) the behaviour of anyone present prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way; or (iii) an adjournment is necessary for any other reason, so that the business of the meeting can be properly carried out. The chairman of the meeting does not need the consent of the meeting to adjourn it for any of these reasons to a time, date and place and/or Electronic Platform(s) which he decides. He can also adjourn the meeting to a later time on the same day or indefinitely. If a meeting is adjourned indefinitely, the directors will fix the time, date and place and/or Electronic Platform(s) of the adjourned meeting.

(Article 14.2) The chairman of a meeting can also adjourn a meeting which has a quorum present if this is agreed by the meeting. This can be to a time, date and place and/or Electronic Platform(s) proposed by the chairman of the meeting or the adjournment can be indefinite. The chairman of the meeting must adjourn the meeting if the meeting directs him to. In these circumstances the meeting will decide how long the adjournment will be and where it will adjourn to. If a meeting is adjourned indefinitely, the directors will fix the time, date and place and/or Electronic Platform(s) of the adjourned meeting.

(Article 14.3) A reconvened meeting can only deal with business that could have been dealt with at the meeting which was adjourned.

(Article 14.4) Meetings can be adjourned more than once.

(Article 14.5) If the continuation of an adjourned meeting is to take place three months or more after it was adjourned or if business is to be considered at an adjourned meeting the general nature of which was not stated in the notice of the original meeting, notice of the adjourned meeting must be given in the same way as was required for the original meeting. Except where required by this article, there is no need to give notice of an adjourned meeting or of the business to be considered there.

Certified as a true copy



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Helena McNally  
Company Secretary