

THE COMPANIES ACT 2006

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION

-of-

CENKOS SECURITIES PLC

(the "Company")

At a general meeting of the Company held at the offices of Simmons & Simmons LLP, CityPoint, One Ropemaker Street, London EC2Y 9SS on 17 May 2023 at 11.15 am, the following resolution was duly passed as a special resolution:

THAT:

- A. for the purpose of giving effect to the scheme of arrangement dated 20 April 2023 (as amended or supplemented) between the Company and the holders of Scheme Shares (as defined in the scheme of arrangement), a print of which has been produced to this meeting and for the purposes of identification signed by the chair of this meeting, in its original form or subject to such modification, addition or condition as may be agreed between the Company and finnCap Group PLC ("finnCap") and approved or imposed by the Court (the "Scheme") the directors of the Company (or a duly authorised committee of the directors) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- B. with effect from the passing of this resolution, the articles of association of the Company be and are amended by the adoption and inclusion of the following new article 216:

"216 Scheme of Arrangement

216.1. In this article, references to the "Scheme" are to the scheme of arrangement under Part 26 of the Companies Act 2006 between the Company and the holders of Scheme Shares (as defined in the scheme document dated 20 April 2023 (as amended or supplemented, the "Scheme Document")) and as approved by the requisite majority of the holders of the Scheme Shares at the Court Meeting (each term as defined in the Scheme Document) and as may be modified or amended in accordance with its terms, and expressions defined in the Scheme Document (save as defined in this article) shall have the same meanings in this Article.

216.2. Notwithstanding either any other provision of these Articles or the terms of any resolution whether ordinary or special passed by the Company in general meeting, if the Company issues or transfers out of treasury any shares to any person (other than to finnCap, to any subsidiary or subsidiary undertaking or associated undertaking of finnCap (each a member of the "finnCap Group") or any nominee(s) of any of them) after the adoption of this Article and on or before the Scheme Record Time, such shares shall be issued or transferred subject to the terms of the Scheme (and shall be Scheme Shares for the purposes of the Scheme) and the original or any subsequent holder or holders of such shares (other than finnCap, a member of the finnCap Group, or any nominee of any of them) shall be bound by the Scheme accordingly.

216.3. Notwithstanding any other provision of these Articles, subject to the Scheme becoming effective, if any shares are issued (or transferred from treasury) to any person (other than to finnCap, any member of the finnCap Group, or any nominee(s) of any of them) (a "New Member") after the Scheme Record Time (such shares, "Post-Scheme Shares"), the Post-Scheme Shares shall, subject to the Scheme becoming effective, be immediately transferred to finnCap (or to such other person as finnCap may direct) in consideration for, and conditional on, the allotment and issue or transfer to the New Member of such number of New finnCap Shares that the New Member would have been entitled to under the Scheme for those Post-Scheme Shares had they been Scheme Shares (the "Consideration Shares"), provided that if, in respect of any New Member who is resident, located or has a registered address in a jurisdiction outside the United Kingdom or whom the Company reasonably believes to be a citizen, resident or national of a jurisdiction outside the United Kingdom, finnCap is advised that the law of that country: (i) precludes the allotment, issue and/or delivery to that New Member of Consideration Shares; or (ii) precludes the matters referred to in (i) except after compliance by the Company or finnCap (as the case may be) with any governmental or other consent or any registration, filing or other formality with which the Company and/or finnCap is unable to comply or compliance with which the Company and/or finnCap (as the case may be) regards as unduly onerous, then finnCap may, in its sole discretion, determine that such Consideration Shares shall not be allotted, issued and delivered to such New Member, but shall instead be allotted, issued and delivered to a person appointed by finnCap for such New Member on terms that such person shall, as soon as practicable following the allotment and issue of such Consideration Shares, sell the Consideration Shares so issued. In the event that the Consideration Shares are to be so sold, the Company shall appoint a person to act, and who shall be authorised, as attorney or agent for the New Member pursuant to this article and such person shall be authorised on behalf of such New Member to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer on behalf of the New Member and to give such instructions and to do all other things which they may consider necessary or expedient in connection with such sale. The net proceeds of such sale (after deduction of all expenses and commissions, together with any value added tax thereon, incurred in connection with the sale, including any tax or foreign exchange conversion fees payable on the proceeds of sale) shall be paid to the persons entitled thereto in due proportion as soon as practicable following such sale.

216.4. The Consideration Shares allotted and issued or transferred to a New Member pursuant to this Article 216 shall be credited as fully paid and shall rank pari passu in all respects with the finnCap shares in issue at that time (other than as regards any dividends or other distributions payable by reference to a record date preceding the date of allotment or transfer).

216.5. On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) effected after the Scheme Effective Time, the number of Consideration Shares to be allotted and issued or transferred to a New Member per Post-Scheme Share to be paid under Article 216.4 above shall be adjusted by the Board in such manner as the auditors of the Company or an independent investment bank selected by the Company may determine to be fair and reasonable to reflect such reorganisation or alteration. References in this Article to shares shall, following such adjustment, be construed accordingly.

216.6. No fraction of a Consideration Share shall be allotted, issued or transferred to

any New Member pursuant to this Article. Instead, any fraction of a Consideration Share to which any New Member would otherwise have become entitled shall be disregarded.

216.7. To give effect to any transfer of Post-Scheme Shares required by this Article, the Company may appoint any person as attorney and/or agent for the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) to transfer the Post-Scheme Shares to finnCap (or such other person as finnCap directs), to execute and deliver as transferor a form or forms of transfer or other instrument(s) or instruction(s) of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of finnCap (or such other person as finnCap otherwise directs) and do all such other things and execute and deliver all such documents as may in the opinion of the attorney and/or agent be necessary or desirable to vest the Post-Scheme Shares in finnCap (or such other person as finnCap otherwise directs) and, pending such vesting, to exercise all such rights attaching to the Post-Scheme Shares as finnCap may direct. If an attorney and/or agent is so appointed, the New Member or any subsequent holder or any nominee of such New Member or any such subsequent holder shall not thereafter (except to the extent that the attorney and/or agent fails to act in accordance with the directions of finnCap) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by finnCap. The attorney or agent shall be empowered to execute and deliver as transferor a form or forms of transfer or other instrument(s) or instruction(s) of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of finnCap, any member of the finnCap Group, or any nominee of any of them. The Company may give a good receipt for the consideration for the Post-Scheme Shares and may register finnCap (or such other person as finnCap otherwise directs) as holder of the Post-Scheme Shares and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member or any subsequent holder or any nominee of such New Member or any such subsequent holder for any Post-Scheme Shares.

216.8. If the Scheme shall not have become effective by the date referred to in sub-clause 7.2 of the Scheme (or such later date, if any, as finnCap and the Company may agree and the Court and the Panel on Takeovers and Mergers may allow, if such consent is required), this Article 216 shall cease to be of any effect.

216.9. Notwithstanding any other provision of these Articles, but subject to the terms set out in this Article 216, neither the Company nor the directors of the Company shall register the transfer of any Scheme Shares effected between the Scheme Record Time and the Scheme Effective Time other than to finnCap or its nominee(s) pursuant to the Scheme.”



Director

*[Signature page – Print of Special Resolution]*