

Company No: 05227458

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

**CORCEL PLC
("THE COMPANY")**

**RESOLUTIONS OF THE MEMBERS OF THE COMPANY PASSED AT THE ANNUAL
GENERAL MEETING DULY CONVENED AND HELD ON 31 DECEMBER 2021
AT WE WORK, WATERHOUSE SQUARE, 138-142 HOLBORN,
LONDON EC1N 2SW**

ORDINARY RESOLUTION

Resolution Six:

THAT, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act"), to exercise all of the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares in the Company:

- a) up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £19,239 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £25,649 (such amount to be reduced by the allotments or grants made under (a) above) in connection with or pursuant to an offer or invitation by way of a rights issue in favour of:
 - (i) holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment; and
 - (ii) holders of any other class of equity securities, entitled to participate therein, or if the Directors consider it necessary, as permitted by the rights of those securities,

but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, provided that such authorities shall expire at the conclusion of the AGM of the Company in 2022 or on 31 December 2022, whichever is the earlier, save that the Company may before such expiry make any offer or agreement, 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 to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorities conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

Resolution Seven:

THAT subject to the passing of Resolution 6, as set out in the notice of this AGM, the Directors be empowered pursuant to sections 570(1) and 573 of the Act to:

- a) allot equity securities of the Company (as defined in section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 6 of the notice of this AGM; and

- b) sell ordinary shares (as defined in section 560(1) of the Act), held by the Company as treasury shares, for cash,

in each case as if section 561 of the Act did not apply to such allotment or sale, provided that this power shall be limited to the allotment of equity securities and sale of treasury shares for cash:

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authority granted under Resolution 6(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements, record dates or legal or practical difficulties, which may arise under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory or any other matter whatsoever; and
- (ii) in the case of the authorisation granted under Resolution 7(a) above (or in the case of any sale of treasury shares) and otherwise than pursuant to sub-paragraph (i) of this resolution, up to an aggregate nominal amount of £19,239.

The power granted by this resolution shall expire on the conclusion of the AGM of the Company in 2022 or on 31 December 2022, whichever is the earlier, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

Resolution Eight:

THAT the Company be and it is hereby generally and unconditionally authorised for the purposes of section 701 of the Act, to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.0001 each in the capital of the Company ("ordinary shares") on such terms and in such manner as the Directors may from time to time determine provided that:

- i. the maximum aggregate number of ordinary shares, which may be purchased is 38,478,760;
- ii. the minimum price (exclusive of expenses), which may be paid for each ordinary share is £0.0001; and
- iii. the maximum price (exclusive of expenses), which may be paid for any ordinary share does not exceed the higher of:
 - a) 5 per cent. above the average middle market price of the ordinary shares on AIM, a market operated by the London Stock Exchange Plc (AIM) for the five business days, immediately preceding the date on which the Company agrees to buy the shares concerned; and
 - b) the price of the last independent trade of any ordinary share and the highest independent current bid for an ordinary share on AIM, at the time the purchase, is carried out.

This authority shall expire on the conclusion of the AGM of the Company in 2022 or on 31 December 2022, whichever is the earlier, provided that the Company may, before such expiry, make a contract

to purchase ordinary shares, which will or may be executed or completed wholly or partly after such expiry and may make a purchase of ordinary shares in pursuance of such contract as if the authority conferred by this resolution had not expired.

CERTIFIED A TRUE COPY

Amanda Bateman.....

Amanda Bateman
For and on behalf of AMBA Secretaries Limited
Company Secretary