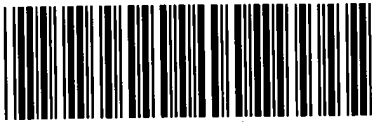


THURSDAY



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COMPANIES HOUSE

Company number: 05568060

ORDINARY AND SPECIAL RESOLUTIONS

OF

SABIEN TECHNOLOGY GROUP PLC ("Company")

Passed on 29 March 2021

At an annual general meeting of the Company duly convened and held by video conference at 10.00 am on Monday 29 March 2021, the following resolutions were duly passed as ordinary and special resolutions.

ORDINARY RESOLUTIONS

1. **TO** receive and consider the annual accounts of the Company for the year ended 30 June 2020, and the reports of the directors and auditors thereon.
2. **TO** re-appoint Moore Kingston Smith LLP as auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the directors to determine their remuneration.
3. **TO** re-appoint as Director R Parris who is retiring by rotation in accordance with Article 89 of the Company's Articles of Association and who, being eligible, is offering himself for re-appointment.
4. **THAT**, Ranald McGregor-Smith, having been appointed as a director by the Board on 1 February 2021, be re-appointed as a director of the Company.
5. **THAT**, Edward Sutcliffe, having been appointed as a director by the Board on 5 March 2021, be re-appointed as a director of the Company.

SPECIAL BUSINESS

6. **THAT**, subject to and conditional upon the issue and allotment of the Share Consolidation Shares the 4,372,278,000 (taking into account the Share Consolidation Shares) Ordinary Shares of £0.0001 each in the capital of the Company be consolidated into 14,574,260 Ordinary Shares of £0.03 each, with effect from 6.00 p.m. on 29 March 2021, provided that no Shareholder will be entitled to a fraction of a share. All fractional entitlements resulting from the Share Consolidation are to be aggregated into whole shares and such numbers of shares so arising are to be sold by the Company and the net proceeds of sale retained by the Company. Please enter below the number of shares for which you are acting as proxy.

7. **THAT:**

(a) the rules of the Sabien Technology Group Long Term Incentive Scheme (the 'LTIP'), the main features of which are described in the explanatory notes to the notice containing this resolution, are produced in draft to the meeting and, for the purposes of identification, initialled by the chairman of the meeting, be and are hereby approved and adopted; and

b) the remuneration committee of the Company be and are hereby authorised to make such modifications to the LTIP as they may consider appropriate and to do all

such other acts and things as they may consider appropriate to implement and establish the LTIP and grant options pursuant to the LTIP,

provided that all rights to subscribe for Ordinary Shares under the LTIP shall not in aggregate be in excess of 15% of the entire issued share capital of the Company from time to time.

8. THAT in accordance with section 551 of the Companies Act 2006 (the "Act"), and in addition to all existing and unexercised authorities (and without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such existing or unexercised authorities), the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to:

(a) a maximum aggregate nominal amount of £0.0192 in connection with the Share Consolidation;

(b) subject to and conditional upon the passing of resolution 7 above, a maximum aggregate nominal amount of £65,584.17 in connection with the issue of Ordinary Shares pursuant to the LTIP;

(c) a maximum aggregate nominal amount of £218,613 in consideration of or otherwise in connection with an acquisition by the Company of any shares and/or other securities, business and/or assets, membership or partnership interest (as the case may be) in or of any body corporate (as defined in the Act), corporation, sole trader or partnership; and

(d) a maximum aggregate nominal amount of £21,722 in any other circumstances,

provided that this authority will expire on the fifth anniversary of the date on which this resolution is passed unless any such authorities are renewed, varied or revoked by the Company prior to or on that date and provided that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry and that the directors may allot shares in the Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this Resolution 8 had not expired.

SPECIAL RESOLUTIONS

9. THAT, subject to and conditional upon the passing of Resolution 8, in accordance with section 571(1) of the Act, the directors be and are hereby empowered, in addition to all existing and unexercised authorities, to allot equity securities for cash (within the meaning of section 560 of the Act) pursuant to the authority conferred by Resolution 8, as if section 561 of the Act did not apply to any such allotment, provided that this power shall:

(a) be limited to the allotment of equity securities up to an aggregate nominal value of £0.0192 in connection with the Share Consolidation;

(b) be limited to the allotment of equity securities up to an aggregate nominal value of £65,584.17 in connection with the issue of Ordinary Shares pursuant to the LTIP; and

(c) be limited to the allotment of equity securities up to an aggregate nominal value of £218,613 in consideration of or otherwise in connection with an acquisition by the Company of any shares and/or other securities, business and/or assets, membership or partnership interest (as the case may be) in or of any body corporate (as defined in the Act), corporation, sole trader or partnership; and

(d) be limited to the allotment of equity securities up to an aggregate nominal value

of £21,722 in any other circumstances,

and shall expire on the fifth anniversary of the date on which this resolution is passed, but may be previously revoked or varied by special resolution and so 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 as if such power had not expired.

10. **THAT**, subject to and conditional upon the passing of resolution 6 above, the New Articles be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.



Edward Michael Sutcliffe
Company Secretary
on behalf of Sabien Technology Group