

Company number 05845469

SHAREHOLDER RESOLUTIONS

OF

DeepMatter Group plc (Company)

TUESDAY



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25/01/2022

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COMPANIES HOUSE

At a general meeting of the Company duly convened and held at the offices of DeepMatter Group plc, 29 St Brandon's House, Great George Street, Bristol, England, BS1 5QT on 20 January 2022 at 11:00 a.m., the following resolutions were passed, in the case of Resolutions 1, 3 and 4, as ordinary resolutions and, in the case of Resolutions 2 and 5, as special resolutions:

Ordinary Resolution

1. Directors' authority to allot shares

THAT the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £288,750 in connection with the Placing, the Subscription, the Open Offer and the obligations of the Company to allot the Broker Shares.

Unless previously renewed, varied or revoked by the Company in a general meeting, this authority shall expire 15 months after the date of the passing of this Resolution 1 or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution 1, whichever is the earlier, except 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 such an offer or agreement as if this authority had not expired.

This authority shall be in addition to any and all existing authorities conferred upon the Directors pursuant to section 551 of the Act, which shall continue in full force and effect.

Special Resolution

2. Disapplication of statutory pre-emption rights

THAT, subject to and conditional upon the passing of Resolution 1, the Directors be empowered pursuant to Section 570(1) and Section 571(1) of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash, pursuant to the authority conferred by Resolution

1, as if Section 561(1) of the Act did not apply to any such allotment, provided that such power shall be limited to the allotment of equity securities in connection with the Placing, Subscription, the Open Offer and the obligations of the Company to allot the Broker Shares pursuant to the authority conferred by Resolution 1, up to a maximum aggregate nominal amount of £288,750.

Unless previously renewed, varied or revoked by the Company in a general meeting, this authority shall expire 15 months after the date of the passing of this Resolution 2 or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution 2, whichever is earlier, except that the Company may 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 the power conferred hereby had not expired.

Ordinary Resolution

3. Restatement of the Option Pool

THAT, subject to and conditional upon the passing of Resolutions 1 and 2, the Directors be authorised to restate the share option pool, in accordance with the rules of the Share Option Plan 2017, to provide for the limitation thereunder (which disregards options which, if not exercised, have lapsed) to be updated to not exceed 12% of the Enlarged Issued Share Capital.

Ordinary Resolution

4. Directors' authority to allot shares

THAT, subject to and conditional upon the passing of Resolutions 1 and 2, the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot and make offers to allot Relevant Securities (as defined below) up to an aggregate nominal amount of £38,098.97.

Unless previously renewed, varied or revoked by the Company in a general meeting, this authority shall expire 15 months after the date of the passing of this Resolution 4 or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution 4, whichever is earlier, except that the Company may 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 the power conferred hereby had not expired.

This Resolution 4 is in addition to the authority set out in Resolution 1 and all unexercised authorities previously granted to the Directors to allot Relevant Securities.

For the purposes of this Resolution, a "Relevant Security" is:

- (a) a share in the Company other than a share allotted pursuant to:
 - (i) an employee share scheme (as defined by section 1166 of the 2006 Act);
 - (ii) a right to subscribe for a share or shares in the Company where the grant of the right itself constituted a Relevant Security under paragraph (b) below; or
 - (iii) a right to convert securities into a share or shares in the Company where the grant of the right itself constituted a Relevant Security under paragraph (b) below.
- (b) any right to subscribe for or to convert any security into a share or shares in the Company other than a right to subscribe for or convert any security into a share or shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act).

and references to the allotment of "Relevant Securities" in this Resolution 4 shall be construed accordingly.

Special Resolution

5. Disapplication of statutory pre-emption rights

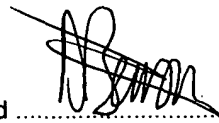
THAT, subject to and conditional upon the passing of Resolutions 1, 2 and 4, the Directors be empowered pursuant to Section 570(1) and Section 571(1) of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 4 or by way of a sale of treasury shares, pursuant to the authority conferred by Resolution 4, as if Section 561(1) of the Act did not apply to any such allotment, provided that such power is limited to the allotment of equity securities up to a maximum nominal amount of £38,098.97.

Unless previously renewed, varied or revoked by the Company in a general meeting, this authority shall expire 15 months after the date of the passing of this Resolution 5 or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution 5, whichever is earlier, except that the Company may 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 the power conferred hereby had not expired.

This Resolution 5 revokes and replaces any unexercised authority to disapply pre-emption rights granted pursuant to the resolution set out in paragraph 7.1.2 of the resolutions passed at the Company's Annual General Meeting held on 30 June 2021, but shall be in addition to any and all other existing authorities conferred upon the Directors, which shall continue in full force and effect, together with any authority to disapply pre-emption rights conferred upon the Directors pursuant to Resolution 2.

Signed

A handwritten signature in black ink, appearing to read 'Fraser Benson', written over a dotted line.

Fraser Benson
Company Secretary