

ALPHA FX GROUP PLC
Company Number: 07262416

ORDINARY AND SPECIAL RESOLUTIONS

OF

ALPHA FX GROUP PLC (the "Company")

Passed on 5 May 2022

At an annual general meeting of the Company duly convened and held at the offices of Bird & Bird LLP, 12 New Fetter Lane, London, EC4A 1JP on 5 May 2022 at 9.00 a.m., the following resolutions were duly passed as ordinary resolutions and special resolutions.

ORDINARY RESOLUTIONS

Resolution 1:

To receive and adopt the Company's financial statements and annual accounts for the financial year ended 31 December 2021 together with the Directors' report and auditors' report on these accounts.

Resolution 2:

To approve, on an advisory only basis, the remuneration committee report (including the directors' remuneration policy) set out on pages 50 to 51 of the Annual Report and Accounts.

Resolution 3:

To re-elect Morgan Tillbrook as a Director of the Company.

Resolution 4:

To re-elect Tim Kidd as a Director of the Company.

Resolution 5:

To re-elect Clive Kahn as a Director of the Company.

Resolution 6:

To re-elect Lisa Gordon as a Director of the Company.

Resolution 7:

To elect Vijay Thakrar as a Director of the Company.

Resolution 8:

To elect Tim Butters as a Director of the Company.

Resolution 9:

To re-appoint BDO LLP as auditors of the Company in accordance with section 489 of the Companies Act 2006 (the "**Act**") to hold office until the conclusion of the next annual general meeting at which the accounts of the Company are laid.

Resolution 10:

To authorise the Directors of the Company to determine the auditors' remuneration for the coming financial year.

Resolution 11:

To declare a final dividend for the year ended 31 December 2021 of 8 pence per ordinary share in the capital of the Company.

Resolution 12:

That the Directors be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Act, which authority shall be in addition to all existing authorities of the Directors to allot relevant securities for the purposes of section 551 of the Act, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of '**relevant securities**') up to an aggregate nominal amount of:

- (a) £27,844; and
- (b) (other than pursuant to paragraph (a) above) in connection with a rights issue, open offer, scrip dividend, scheme or other pre-emptive offer to holders of Ordinary Shares where such issue, offer, scrip dividend, scheme or other allotment is proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them on a fixed record date (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or any stock exchange in any territory, in relation to fractional entitlements, or any other matter which the Directors consider merits any such exclusion or other arrangements),

provided that, in each case, such authority shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first (unless previously revoked or varied by the Company in general meeting), but the Company may before this authority expires (or is revoked or varied) make an offer or agreement which would or might require relevant securities to be allotted after this authority expires (or is revoked or varied) and the Directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired or been revoked or varied.

SPECIAL RESOLUTIONS

Resolution 13:

That, conditional only on the passing of resolution 12 above, the Directors be and are hereby

empowered pursuant to section 570 of the Act, which power shall be in addition to all existing powers of the Directors to allot equity securities for the purposes of sections 570 or 571 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 12 above as if section 561 of the Act did not apply to any such allotment, provided that this authority shall:

- (a) be limited to:
 - (i) the allotment of equity securities pursuant to the authority conferred by paragraph (b) of resolution 12; and
 - (ii) the allotment of equity securities for cash otherwise than pursuant to subparagraph (i) above up to an aggregate maximum nominal amount of £8,438,

and subject to the continuance of the authority conferred by resolution 12 above, this authority shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first (unless previously revoked or varied by the Company by special resolution) but the Company may before this authority expires (or is revoked or varied) make an offer or agreement which would or might require equity securities to be allotted after this authority expires (or is revoked or varied) and the Directors may allot equity securities pursuant to such offer or agreement as if this authority had not expired or been revoked or varied.

Resolution 14:

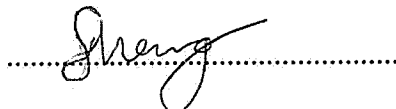
That the Company be, and it is hereby, generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.002 each in the capital of the Company ("**Ordinary Shares**"), provided that:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 2,109,378 (representing 5 per cent of the Company's issued ordinary share capital as at 12 April 2022);
- (b) the minimum price which may be paid for such Ordinary Shares is £0.002 per share (exclusive of expenses);
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share cannot be more than an amount equal to the higher of:
 - i. 105 per cent of the average of the closing middle market price for an Ordinary Share as derived from the AIM appendix to the London Stock Exchange Daily Official List for the five business days immediately prior to the day the purchase is made; and
 - ii. an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried

out;

- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company; and
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

Signed by

A handwritten signature in black ink, appearing to read 'Sheng', is written over a horizontal dotted line.

SIMON KANG
Company Secretary