

THE COMPANIES ACTS
REDCENTRIC PLC (the "Company")
PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS
to which Chapter 3 of Part 3
of the Companies Act 2006 applies

SATURDAY



A17 *AACUBVUP* 11/09/2021 #25
COMPANIES HOUSE

At an annual general meeting of the Company duly convened and held on 9 September 2021 at 12:30, the following resolutions were duly passed. Resolution 7 was passed as an ordinary resolution and resolutions 8, 9 and 10 were passed as special resolutions of the Company.

ORDINARY RESOLUTION

7. **THAT**, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") 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 of the Company ("Allotment Rights") up to an aggregate nominal amount of £52,064, provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the directors may allot shares or grant Allotment Rights in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

8. **THAT**, conditional on the passing of resolution 7, the directors be and they are empowered pursuant to section 570(1) of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority conferred by resolution 7, and/or by way of a sale of treasury shares (by virtue of section 573 of the Act), in each case as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to:
- a. the allotment of equity securities and the sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:
 - i. to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of any other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

subject, in each case, to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depositary receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- b. the allotment (otherwise than pursuant to sub-paragraph 8a above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £7,809.

Unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the directors may allot equity securities (and/or sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired.

- 9. **THAT**, conditional on the passing of resolution 7, and in addition to any authority granted under resolution 8, the directors be and they are empowered pursuant to section 570(1) of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority conferred by resolution 7, and/or by way of a sale of treasury shares (by virtue of section 573 of the Act), in each case as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be:

- a. limited to the allotment of equity securities up to an aggregate nominal amount of £7,809; and
- b. used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

Unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the directors may allot equity securities (and/or sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired.

- 10. **THAT**, the Company be and is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of £0.1p each, provided that:

- a. the maximum aggregate number of ordinary shares that may be purchased under this authority is 7,809,725;
- b. the minimum price (excluding expenses) which may be paid for each ordinary share is its nominal value;
- c. ~~the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:~~
 - i. 105 per cent of the average market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
 - ii. the value of an ordinary share calculated on the basis of the higher of the price quoted for:

- the last independent trade of; and
- the highest current independent bid for,

any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

- d. The authority conferred by this resolution shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company save that the Company may, before the expiry of the authority granted by this resolution, enter in to a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

Date:

Chairman