

Company number 9109008



PRINT OF ORDINARY AND SPECIAL RESOLUTIONS

OF

A08 *AABAIROW* #79
20/08/2021
COMPANIES HOUSE

REMOTE MONITORED SYSTEMS PLC ("Company")

Passed on 17 August 2021

**At the annual general meeting of the Company duly convened and held at Crowne Plaza Hotel,
Wollaton Street, Nottingham NG1 5RH on 17 August 2021.**

Ordinary Resolutions

8. THAT the rules of the employee share option plan 2021 of the Company (the "EMI Option Plan 2021"), the terms of which are set out in the document marked "A" produced to this meeting and initialled by the chairman of this meeting for the purpose of identification, be approved and the Directors be authorised to adopt the EMI Option Plan 2021 and to do all such other acts and things as they may consider appropriate to implement the EMI Option Plan 2021.

9. THAT, subject to the passing of Resolution 8 above, the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot equity securities (as defined in Section 560 of the Act) in respect only of the EMI Option Plan 2021 up to an aggregate nominal amount of £20,790.72 to such persons and at such times and conditions as the Directors think proper, provided that such authority, unless previously revoked or varied by the Company in a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or 30 June 2022 (whichever is the earlier to occur) save that the Company may pursuant to the authority make an offer or agreement or other arrangement before the expiry of the authority which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement or other arrangement as if the power conferred hereby had not expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to Section 551 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

11. THAT, the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £10,395.36 to such persons and at such times and conditions as the Directors think proper, provided that such authority, unless previously revoked or varied by the Company in a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or 30 June 2022 (whichever is the earlier to occur) save that the Company may pursuant to the authority make an offer or agreement or other arrangement before the expiry of the authority which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement or other arrangement as if the power conferred

hereby had not expired. This authority is in addition to authorities conferred upon the Directors pursuant to Section 551 of the Act under Resolution 9 above and without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

Special Resolutions

10. THAT (subject to and conditional upon the passing of Resolution 10 above), the Directors be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the general authority conferred by Resolution 9 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to allotments of equity securities:

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £20,790.72.

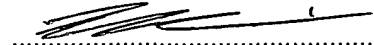
12. THAT (subject to and conditional upon the passing of Resolution 10 above), the Directors be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the general authority conferred by Resolution 11 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to allotments of equity securities:

- (iii) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (iv) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £10,395.36;

and such power, unless previously revoked or varied by the Company at a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or 30 June 2022 (whichever is the earlier to occur) but so that the Company may before such expiry make an offer or agreement or other arrangement which 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 or other arrangement as if the power conferred by this resolution had not

expired. The power hereby conferred shall be in addition to the authority granted under resolution 10 above given to the Directors pursuant to Section 570 of the Act.

13. THAT the name of the Company be changed from Remote Monitored Systems plc to Nanosynth Group plc.


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For Cargil Management Services Limited
Company Secretary