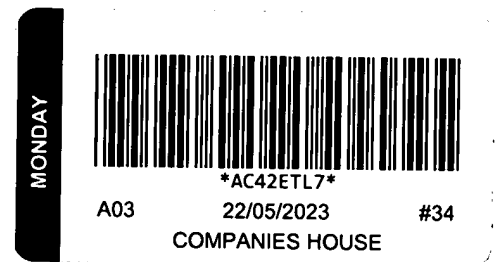


Company Number: 09934451

THE COMPANIES ACT 2006

ASCENTIAL PLC
(the 'Company')



At the Annual General Meeting of the Company duly convened and held at 33 Kingsway, London, WC2B 6UF, United Kingdom on Thursday 18 May 2023, the following resolutions were passed:

ORDINARY RESOLUTIONS:

17. Authority to allot shares

(a) To generally and unconditionally authorise the Board in accordance with section 551 of the 2006 Act to exercise all of the Company's powers to allot shares in the Company and to grant rights to subscribe for shares and to convert any security into shares in the Company ('Rights'):

- (i) up to an aggregate nominal amount of £1,467,558; and
- (ii) comprising 'equity securities' (as such term is defined in section 560 of the 2006 Act) up to an aggregate nominal amount of £2,935,117, such amount to be reduced by the aggregate nominal amount of any allotments or grants made under Resolution 17a) i) above) in connection with an offer by way of fully pre-emptive offer (including an offer by way of rights issue or open offer):

- (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings;
- (b) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary or appropriate,

and so that the Board may impose any limits or restrictions and make any arrangements which it deems necessary or expedient in relation to fractional entitlements, treasury shares, record dates or legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in any territory or any other matter; such authority expiring upon the earlier of the end of the next Annual General Meeting of the Company or, if earlier, 18 August 2024, but in each case so that the Board is entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Board shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired.

b) That this Resolution revokes and replaces all unexercised authorities previously granted to the Board to allot equity securities or Rights but without prejudice to any allotment of equity securities or allotment or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS:

18. Disapplication of pre-emption rights

That if Resolution 17 is passed, but without prejudice to the exercise of any such authority prior to the date of the passing of this Resolution, the Board be and is hereby empowered pursuant to section 570 and section 573 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) (including the grant of Rights for the Company's ordinary shares with a nominal value of £0.01 ('Ordinary Shares') for cash under the authority granted in Resolution 17 above and/or to sell treasury shares for cash, as if section 561 of the 2006 Act did not apply to any such allotment, such power to be limited by the following terms:

(a) this power is limited to the allotment of equity securities and the sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (in the case of the authority sought under Resolution 17 a) ii), by way of a fully pre-emptive offer (including an offer by way of rights issue or open offer) only:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings;
- (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary or appropriate;

and so that the Board may impose any limits or restrictions and make any arrangements which it deems necessary or expedient in relation to fractional entitlements, treasury shares, record dates or legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory or any other matter; and

(b) otherwise than under paragraph a), up to a total nominal value of £220,133;

and provided that this power expires (unless previously renewed, varied or revoked) on the date of the Company's next Annual General Meeting or, if earlier, on 18 August 2024 but in each case so that before this power expires, the Board may make offers or agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after it expires and the Board is entitled to allot equity securities (and/or sell treasury shares) pursuant to any such offer or agreement as if this power had not expired.

19. Additional disapplication of pre-emption rights for the purposes of acquisitions or capital investments (special resolution)

That if Resolution 17 is passed, and in addition to any authority granted in Resolution 18, the Board be and is hereby empowered pursuant to section 570 and section 573 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) (including the grant of Rights for Ordinary Shares) for cash under the authority granted in Resolution 17 above and/or to sell treasury shares for cash, as if section 561(1) of the 2006 Act did not apply to any such allotment, such power to be limited by the following terms:

a) this power is limited to the allotment of equity securities and the sale of treasury shares up to a total nominal value of £220,133; and

b) this power is used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines 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; and provided that this power expires (unless previously renewed, varied or revoked) on the date of the Company's next Annual General Meeting or, if earlier, on 18 August 2024 but in each case so that before this power expires, the Board may make offers or agreements which would or might require equity securities to be allotted (and/or treasury shares to be sold) after it expires and the Board is entitled to allot equity securities (and/or sell treasury shares) pursuant to any such offer or agreement as if this power had not expired.

20. Company's authority to purchase its own shares (special resolution)

To generally and unconditionally authorise the Company for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693 of the 2006 Act) of Ordinary Shares, such power to be limited by the following terms:

a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 44,026,769;

b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is the nominal amount of that Ordinary Share at the time of such purchase;


c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share does not exceed the higher of: i) an amount equal to 105 per cent. of the average market value of an Ordinary Share of the Company for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and ii) an amount equal to the higher of (A) the price of the last independent trade of, and (B) the highest current independent bid for, any number of Ordinary Shares on the trading venues where the purchase is carried out;

d) unless previously varied, revoked or renewed, this authority shall expire at the close of the next Annual General Meeting of the Company after the date this Resolution 19 is passed or, if earlier, on 18 August 2024; and

e) the Company may make a contract to purchase Ordinary Shares under this authority and before the expiry of this authority, which will or may be completed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract as if this authority had not expired.

21. Calling of general meetings on 14 days' notice (special resolution)

To authorise the Company to call any general meeting of the Company (other than an Annual General Meeting) on not less than 14 clear days' notice.



Louise Meads
Company Secretary