



A09

30/10/2023

#48

COMPANIES HOUSE



GRAPHITE

Company number: 12237710

THE COMPANIES ACT 2006**RESOLUTIONS****OF****TIRUPATI GRAPHITE PLC
(the "Company")**

At the Annual General Meeting of the Company duly convened at the offices of Bird & Bird LLP at 12 New Fetter Lane, London EC4A 1JP on 26 October 2023 the following resolutions were duly passed as ordinary and special resolutions.

Ordinary Resolution

7. THAT, the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company, pursuant to Section 551 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) up to an aggregate nominal amount of £891,389 (representing 33.33% of the nominal value of the issued ordinary share capital of the Company rounded down to the nearest sterling at the date of this notice) and that this authority, unless renewed, varied or revoked by the Company in a general meeting, shall expire on the earlier of 15 months after the passing of this resolution or the conclusion of the annual general meeting of the Company to be held in 2024, save 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 the authority 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 equity securities already made or to be made pursuant to such authorities.

Special Resolution

8. THAT, subject to the passing of resolution 7 above, the Directors be empowered in accordance with Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the authority conferred on them pursuant to resolution 7 above as if Section 561(1) of the Act or any pre-emption provisions contained in the Articles did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:



- (a) without accepting an undertaking to do work for the Company as mentioned in section 585 of the Act and in lieu of remuneration to any Directors, employees or consultants of the Company as approved by the Board and/or pursuant to any equity incentive arrangements approved from time to time by the Board;
- (b) in connection with an open offer of equity securities by way of rights issue to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or problems arising in any territory or with the requirements of any recognised regulatory body or stock exchange in any territory; and
- (c) otherwise than pursuant to sub-paragraphs (a) and (b) above up to an aggregate nominal amount equal to £534,834 (representing 20% of the nominal value of the issued ordinary share capital of the Company rounded down to the nearest sterling at the date of this notice),

and such power shall expire on the earlier of 15 months after the passing of this resolution or the conclusion of the annual general meeting of the Company to be held in 2024, save 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 Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

A handwritten signature in black ink, appearing to read "Sri Prasad", written over a dotted line.

Chairman

26-10-2023
.....
Date