

Company number: 13127277

**WRITTEN RESOLUTIONS  
OF  
SAMARKAND GROUP LIMITED (COMPANY)**

Passed on 2 March 2021

The following resolutions were duly passed as special resolutions of the Company on 2 March 2021 by way of written resolution in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006.

**Special resolutions**

1. **THAT**, subject to and conditional upon the admission of the ordinary shares in the capital to the Company to trading on the AQSE Growth Market becoming effective (**Admission**), the regulations contained in the document attached to this resolution be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.
2. **THAT**, subject to and conditional upon Admission,
  - 2.1 the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (**Act**) to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:
    - (a) up to an aggregate nominal amount of £300,000; and
    - (b) comprising equity securities (as defined in section 560(1) of the Companies Act) up to an aggregate nominal amount of £150,000 in connection with an offer by way of a rights issue:
      - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
      - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, and legal, regulatory or practical problems in, or under the laws of, any territory, or any other matter,

such authorities to apply until 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 2021, 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.

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equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

2.2 subject to the passing of the above resolution, 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 the above resolution as if Section 561(1) of the Act or any pre-emption provisions contained in the articles of association did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) up to an aggregate nominal amount of £175,000;
- (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) to (b) above, following the Admission up to an aggregate nominal amount equal to 10% of the nominal value of the issued ordinary share capital of the Company at the time of the Admission (taking into account any shares issued pursuant to the authority contained in paragraph (a) of the above resolution at the time of Admission), 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 2021, 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.

DocuSigned by:  
  
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Director

2 March 2021

Date