

Company number 13127277



ORDINARY AND SPECIAL RESOLUTIONS

OF

SAMARKAND GROUP PLC (COMPANY)

Passed on 7 September 2021

At an annual general meeting of the Company duly convened and held at New Liverpool House, 15-17 Eldon Street, London, EC2M 7LD on 7 September 2021 at 3:00pm, the following resolutions were duly passed as ordinary and special resolutions.


Ordinary resolution

8. That, in accordance with Section 551 of the Companies Act 2006 (the "Act") the Directors be and are hereby generally and unconditionally authorised to exercise all 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 ("Rights") up to an aggregate nominal amount of £200,000 representing approximately 37 per cent. of the Company's issued share capital (excluding treasury shares as at the date of this notice) provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next Annual General Meeting or 15 months after the passing of this resolution (whichever is the earlier) save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

Special resolution

9. That, subject to the passing of resolution 8, the Directors be and are hereby generally authorised to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by resolution 8 as if Section 561 of the Act did not apply to any such allotment, provided that this authority shall be limited to:
- (a) the allotment of equity securities in connection with a rights issue, open offer or otherwise in favour of the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange, fractional entitlements or otherwise; or
 - (b) the allotment of equity securities (otherwise than pursuant to paragraph a) above) to any person up to an aggregate nominal amount of £150,000 representing approximately 27 per cent. of the Company's issued share capital (excluding treasury shares as at the date of this notice).

This authority will expire at the conclusion of the next Annual General Meeting or 15 months after the passing of this resolution (whichever is the earlier) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

Signed.....
Company secretary