

Company No: 13378742

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
PRINT RESOLUTIONS
OF
NORTHCODERS GROUP PLC
("Company")

At a general meeting of the above-named Company duly convened and held on 21 July 2021 resolutions 1 and 2 below were duly passed as ordinary resolutions of the Company and resolutions 3 and 4 below were duly passed as special resolutions of the Company (together, the "**Resolutions**");

ORDINARY RESOLUTIONS

1. **THAT** the following shares in the capital of the Company be and are hereby redesignated into ordinary shares of £0.01 each in the capital of the Company in the amounts set out below, such ordinary shares of £0.01 being subject to the rights and restrictions set out in the articles of association of the Company:
 - (a) 2,830,001 A ordinary shares of £0.01 each be redesignated into 2,830,001 ordinary shares of £0.01 each; and
 - (b) 2,170,000 B ordinary shares of £0.01 each be redesignated into 2,170,000 ordinary shares of £0.01 each.
2. **THAT**, subject to and with effect from the admission of the Company's ordinary shares to trading on AIM, a market operated by London Stock Exchange plc ("**Admission**"), and in substitution for any equivalent authorities and powers granted to the directors of the Company ("**Directors**") prior to the passing of this resolution, the Directors be and they are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("**Act**") to exercise all powers of the Company to allot, and grant any right to subscribe for or to convert any security into, shares in the Company (such shares and rights to subscribe for or to convert any security into shares being "**Relevant Securities**") up to an aggregate nominal amount of £42,865.52, provided that this authority shall be limited to the allotment of:
 - (a) 1,944,444 new ordinary shares of £0.01 each in the capital of the Company (the "**Placing and Subscription Shares**") in connection with (i) the placing of ordinary shares of £0.01 each in the capital of the Company by WH Ireland limited ("**WH Ireland**") and Peterhouse Capital Limited ("**Peterhouse**") and (ii) the subscription of 125,000 new ordinary shares of £0.01 each in the capital of the Company by certain investors on or about Admission (the "**Placing and Subscription**");
 - (b) 27,293 new ordinary shares of £0.01 each in the capital of the Company pursuant to and on the exercise of the subscription rights granted under warrant instruments to be

constituted by the Company on or around 22 July 2021 in favour of WH Ireland and Peterhouse ("**Warrant Instruments**"); and

- (c) Relevant Securities (otherwise than pursuant to sub-paragraphs (a) and (b) above), up to an aggregate nominal value equal to £23,148.15,

provided that unless previously revoked, varied or extended, this authority shall expire upon the earlier of the conclusion of the next annual general meeting of the Company and the date which is 15 months from the date of passing of this resolution, except that the Directors may at any time before such expiry make an offer or agreement 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 as if this authority had not expired.

SPECIAL RESOLUTIONS

- 3. **THAT**, subject to and with effect from Admission, the Directors are empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the Directors under section 551 of the Act conferred by Resolution 2 above, and/or by way of a sale of treasury shares (by virtue of section 573 of the Act), in each case as if the provisions of section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:
 - (a) the allotment of equity securities up to an aggregate nominal amount of £19,444.44 representing the Placing and Subscription Shares in connection with the Placing and Subscription;
 - (b) the allotment of equity securities up to an aggregate nominal amount of £272.93 pursuant to and on the exercise of the subscription rights granted under Warrant Instruments;
 - (c) the allotment of equity securities and/or sale of treasury shares in connection with an invitation to apply for, or offer of, equity securities in favour of the holders of ordinary shares in the capital of the Company (excluding any shares held by the Company as treasury shares (as defined in section 724(5) of the Act)) on a fixed record date in proportion (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them or in accordance with the rights attached to such shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or as a result of legal, regulatory or practical problems arising under the laws of or the requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever);
 - (d) the allotment of equity securities (otherwise than pursuant to the power referred to in sub-paragraphs (a) and (b) (inclusive) above) of up to an aggregate nominal value equal to £6,944.44; and
 - (e) the allotment of equity securities (otherwise than pursuant to the power referred to in sub-paragraphs (a) and (b) (inclusive) above and in addition to the authority granted in sub-paragraph (d) above) of up to an aggregate nominal value equal to £3,472.22,

provided that such authority shall be 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 Directors determine 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 these Resolutions,

and provided that unless previously revoked, varied or extended, this power shall expire upon the earlier of the conclusion of the next annual general meeting of the Company and the date which is 15 months from the date of passing of this resolution, except that the Directors can during such period make offers or arrangements which could or might require the allotment of equity securities after the expiry of such period.

4. **THAT**, subject to and with effect from Admission, the articles of association contained in the document produced to the Meeting and initialled by the chair of the Meeting for the purpose of identification be and are hereby adopted as the Company's new articles of association in substitution for and to the exclusion of the Company's existing articles of association.



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Director, for and on behalf of

Northcoders Group plc

Dated: 21 July 2021