

Company Number: 13378742

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

PASSED ON: 24 JUNE 2022

At the annual general meeting of the above-named Company duly convened and held on 24 June 2022 the following resolutions were duly passed as ordinary or special resolutions of the Company (as indicated):

ORDINARY RESOLUTIONS

- Resolution 1: To receive and adopt the Company's audited accounts together with the reports of the directors of the Company (Directors) and auditors for the period ended 31 December 2021.
- Resolution 2: To approve the Directors' remuneration report, as set out in the Company's annual report and accounts for the period ended 31 December 2021.
- Resolution 3: To re-appoint Amul Batra as a Director of the Company.
- Resolution 4: To re-appoint Christopher Hill as a Director of the Company.
- Resolution 5: To re-appoint Nicholas Parker as a Director of the Company.
- Resolution 6: To re-appoint Charlotte Prior as a Director of the Company.
- Resolution 7: To re-appoint Angela Williams as a Director of the Company.
- Resolution 8: To re-appoint HaysMacintyre LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting of the Company at which the accounts of the Company are laid.
- Resolution 9: To authorise the audit and risk committee of the board of Directors to determine the remuneration of the Auditors.
- Resolution 10: THAT, in substitution for any equivalent authorities and powers granted to the 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 £23,421.08, provided that this authority shall be limited to the allotment of:
- (a) 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 the warrant instruments constituted by the Company on



22 July 2021 in favour of WH Ireland Limited and Peterhouse Capital Limited (Warrant Instruments); and

- (b) Relevant Securities (otherwise than pursuant to sub-paragraph (a) 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 RESOLUTION:

Resolution 11: THAT, 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 10 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 £272.93 pursuant to and on the exercise of the subscription rights granted under the Warrant Instruments;
- (b) 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);
- (c) 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
- (d) 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 (c) 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.

DocuSigned by:  
  
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Charlotte Prior  
Company Secretary  
Manchester Technology Centre  
Oxford Road  
Manchester  
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24 June 2022