

TUESDAY



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31/08/2021

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COMPANIES HOUSE

Company Number: SC368538

## ANNUAL GENERAL MEETING RESOLUTIONS

of

### IDE GROUP HOLDINGS PLC (the "Company")

At the Annual General Meeting of the Company duly convened and held on 23 August 2021 at 11.00 a.m. the following special business resolutions were duly passed:

#### Ordinary Resolution

6. THAT the directors of the Company be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot equity securities (as defined in section 560(1) of the Act) in the Company and/or to grant rights to subscribe for or to convert any security into such shares ("Allotment Rights"), but so that the maximum amount of equity securities that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £4,139,190 representing approximately one third of the Company's current issued share capital, provided that this authority, unless duly renewed, varied or revoked by the Company, will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and, the directors may allot shares and grant Allotment Rights in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

#### Special Resolution

To consider and if thought fit, pass the following resolution which will be proposed as a special resolution:

7. THAT, conditional on the passing of Resolution 6, the directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 6 or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:
  - 7.1. the allotment of equity securities in connection with an offer by way of a rights issue, open offer or other offer:
    - 7.1.1. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - 7.1.2. to holders of other equity securities as required by the rights of those securities or as the

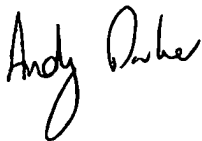
directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any applicable regulatory body or stock exchange;

- 7.2. the allotment (otherwise than pursuant to sub-paragraph 7.1 above) of equity securities and the sale of treasury shares up to an aggregate nominal amount of £1,241,757 representing approximately 10 per cent. of the Company's current issued share capital,

provided that the power granted by this resolution will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and, the directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

By order of the Board

A handwritten signature in black ink, appearing to read 'Andy Parker', with a stylized, cursive script.

Andy Parker  
Non-Executive Chairman

**Registered office of the Company**  
24 Dublin Street  
Edinburgh EH1 3PP