

# **Agenor Technology Holdings Limited**

**Registered in Scotland No. SC622722**

## **Companies Acts**

### **Written Record of Members' Written Resolution**

**Circulation Date: 28 September 2021**

On 28 September 2021, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as an Ordinary and Special Resolutions, as indicated) were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company: -

#### **ORDINARY RESOLUTIONS**

1. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally authorised to allot up to 1,036,000 G2 ordinary shares of £0.10 each in the share capital of the Company (with the rights and privileges attached to each share as detailed in the articles of association of the Company to be adopted pursuant to resolution 5 below) pursuant to any share option scheme (comprising any Enterprise Management Incentive share option scheme and/or any unapproved share option scheme) and/or share option agreements established or otherwise entered into by the Company from time to time, subject always to the articles of association of the Company PROVIDED ALWAYS THAT the authorities set out in this resolution (1) shall expire, unless sooner revoked or altered by the Company in general meeting, five years after the date hereof, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.
2. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally authorised to allot up to 150,025 D1 ordinary shares of £0.10 each in the share capital of the Company (with the rights and privileges attached to each share as detailed in the articles of association of the Company to be adopted pursuant to resolution 5 below) pursuant to any share option scheme (comprising any Enterprise Management Incentive share option scheme and/or any unapproved share option scheme) and/or share option agreements established or otherwise entered into by the Company from time to time, subject always to the articles of association of the Company PROVIDED ALWAYS THAT the authorities set out in this

resolution (2) shall expire, unless sooner revoked or altered by the Company in general meeting, five years after the date hereof, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

#### **SPECIAL RESOLUTIONS**

3. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived and dis-applied in respect of any allotment of shares made pursuant to resolutions 1 and 2 above.
4. THAT 429,206 C1 ordinary shares of £1.00 each forming part of the share capital of the Company (held by Gary Montgomery) be re-classified as G1 ordinary shares of £1.00 each with the rights and privileges attached to each G1 ordinary share of £1.00 each as detailed in the articles of association of the Company to be adopted pursuant to resolution 5 below.
5. THAT the document attached be adopted as the new Articles of Association of the Company, in place of and to the exclusion of all other previous Articles of Association.

*Andrew Smith*

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AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
**AGENOR TECHNOLOGY HOLDINGS LIMITED**

28 September 2021

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Dated