

Company number: 03959572

TRACKWISE DESIGNS PLC
(the Company)
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS
(passed on 6 January 2023)



At a general meeting of the Company duly convened and held on 6 January 2023 the following resolutions were passed as ordinary or special resolutions of the Company (as indicated):

ORDINARY RESOLUTIONS

1. That each of the ordinary shares of £0.04 each in the capital of the Company be sub-divided into one new ordinary share of £0.001 and one deferred share of £0.039 each, having the rights attaching to them as set out in the articles of association of the Company.
2. That the directors of the Company (the **Directors**) be generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the **Act**) to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (those shares and rights being together referred to as **Relevant Securities**) up to a maximum total nominal value of £612,808 being made up of 612,807,925 (assuming the open offer is taken up in full) ordinary shares of £0.001 each to be issued by way of a placing of, open offer and subscription for new ordinary shares (the **Shares**) and the warrants to subscribe for new ordinary shares (**Warrants**) to those persons at the times and generally on the terms and conditions as the Directors may determine (subject always to the articles of association of the Company) **PROVIDED THAT** this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is six months after the next accounting reference date of the Company (if earlier) save that the Directors may, before the expiry of that period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of that period and the Directors may allot relevant securities or equity securities (as the case may be) under that offer or agreement as if the authority conferred by this resolution had not expired.
3. That in addition to the authority given in resolution 2 and in substitution for all other existing and unexercised authorities and powers, the Directors be generally and unconditionally authorized for the purpose of the Act:
 - (a) to exercise all or any powers of the Company to allot, grant rights to subscribe for or to convert any security into Relevant Securities up to a total nominal value equal to the Company's aggregate share capital following the issue of the Shares to those persons at the times and generally on the terms and conditions as the Directors may determine (subject always to the articles of association of the Company); and
 - (b) to allot equity securities (as defined in section 560 of the Act) up to a total nominal value equal to the Company's aggregate share capital following the issue of the Shares (that amount to be reduced by the nominal value of any Relevant Securities allotted under the authority in paragraph (a) above) in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to those exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of or the requirements of any recognized regulatory body in any territory,

provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is six months after the next accounting reference date of the Company (if earlier) save that the Directors may allot Relevant Securities or equity securities (as the case may be) under that offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

4. That if resolution 2 above is passed, the Directors be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution 2 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to that allotment or sale, the authority to be limited to the allotment of the Shares and the Warrants (as defined in resolution 2) that authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on the date which is 15 months after the date of the general meeting) but, in each case, before its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
5. That if resolution 3 above is passed, the Directors be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution 3 and/or sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to that allotment or sale, the authority to be limited to:
 - (a) the allotment of equity securities or sale of treasury shares in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to those exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of or the requirements of any recognized regulatory body in any territory; and
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 5 (a) above) up to a maximum total nominal value, representing approximately 10 per cent. of the share capital of the Company following the issue of the Shares (as defined in resolution 2 above),

provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the close of business on the date which is 15 months after the passing of the resolution, save that the Directors may allot Relevant Securities or equity securities (as the case may be) under that offer or agreement as if the authority conferred by this resolution had not expired.

6. That if resolution 5 above is passed, the Directors be authorised in addition to any authority granted under resolution 5 above to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution 3 and/or sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to that allotment or sale, the authority to be:
 - (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal value representing approximately 10 per cent. of the share capital of the Company following the issue of the Shares (as defined in resolution 2 above); and
 - (b) used only for the purpose 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 before the date of this notice,

provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the close of business on the date which is 15 months after the passing of the resolution, save that the Directors may allot Relevant Securities or equity securities (as the case may be) under that offer or agreement as if the authority conferred by this resolution had not expired.

7. That the Company adopts new articles of association in the form presented to the meeting in substitution for the Company's existing articles of association.
8. That the Warrant instrument in the form presented to the meeting be approved.



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Director

Date: 6 / 01 / 2023