

**RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING
OF
TRACSIS PLC
(the “Company”)**

At an annual general meeting of the Company duly convened and held at Nexus, Discovery Way, Leeds, LS2 3AA at 2pm on 24 January 2024, the following resolutions were duly passed as ordinary and special resolutions of the Company.

ORDINARY RESOLUTIONS

1. **TO** receive the annual accounts of the Company for the financial year ended 31 July 2023 together with the reports of the Directors and auditor thereon.
2. **TO** approve the Directors’ Remuneration Report for the financial year ended 31 July 2023 as contained in the annual accounts.
3. **TO** reappoint Grant Thornton UK LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
4. **TO** authorise the Directors to agree the remuneration of the auditor.
5. **TO** reappoint Jill Easterbrook as a Director of the Company.
6. **TO** reappoint Elizabeth Anne Richards as a Director of the Company.
7. **TO** reappoint Dr James Mathew Routh as a Director of the Company.
8. **TO** reappoint Tracy Florence Sheedy, who was appointed by the Board since the last annual general meeting, as a Director of the Company
9. **TO** reappoint Christopher Matthew Barnes as a Director of the Company.
10. **TO** reappoint Andrew John Kelly as a Director of the Company.
11. **TO** declare a final dividend for the financial year ended 31 July 2023 of 1.2p per share.
12. **THAT** the Directors be and are hereby generally and unconditionally authorised, in accordance with Section 551 of the Companies Act 2006 (“**the Act**”), to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (“**Rights**”) up to an aggregate nominal amount of £40,129.12, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months from the date of the passing of this Resolution or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this Resolution has expired.

This authority is in substitution for all unexercised authorities previously granted to the Directors to allot shares or grant Rights but without prejudice to any allotment of any shares or grant of any Rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS



13. **THAT**, subject to the passing of Resolution 12 above and in accordance with Section 570 and Section 573 of the Companies Act 2006 (“**the Act**”), the Directors be given the general power to allot equity securities (as defined by Section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 12 above or by way of a sale of treasury shares, as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities:
 - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to the 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 regulatory body or any stock exchange; and

- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £12,038.74,

and shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months from the date of the passing of this Resolution or, if earlier, the date of the next annual general meeting of the Company 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 any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

This power is in substitution for all unexercised powers previously granted to the Directors to allot equity securities or sell treasury shares as if Section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such powers.

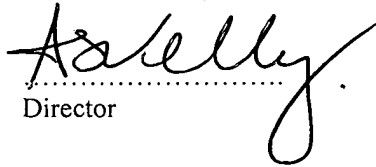
14. **THAT**, subject to the passing of Resolution 12 above and in accordance with Section 570 and Section 573 of the Companies Act 2006 (“**the Act**”), the Directors will be authorised in addition to any authority granted under Resolution 13 to allot equity securities (as defined by Section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 12 above or by way of a sale of treasury shares, as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £12,038.74 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified 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 this notice and shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months from the date of the passing of this Resolution or, if earlier, the date of the next annual general meeting of the Company 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 any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.
15. **TO** authorise the Company generally and unconditionally to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of £0.004 each in the Company (“**Ordinary Shares**”) provided that:

Company number: 05019106

- (a) the maximum aggregate number of Ordinary Shares that may be purchased is 1,504,842;
- (b) the minimum price (excluding expenses) which may be paid for each Ordinary Share is £0.004; and
- (c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
 - (i) 105% of the average market value of an Ordinary Share for the five business days prior to the day the purchase is made; and
 - (ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
 - a. the last independent trade of; and
 - b. the highest current independent bid for,

any number of Ordinary Shares on the trading venue where the purchase is carried out.

The authority conferred by this Resolution shall expire on the date which is 15 months from the passing of this Resolution or, if earlier, at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this Resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority.


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Director