

Company no. 05836806

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**FONIX MOBILE PLC**



At the annual general meeting ("**AGM**") of Fonix Mobile plc (the "**Company**") duly convened and held at finnCap, 1 Bartholomew Close, London, EC1A 7BL on 22 November 2022, the following resolutions were duly passed, in the case of resolution 7 in the Notice of AGM, as an ordinary resolution and, in the case of resolutions 8 to 10 in the Notice of AGM, as special resolutions.

**ORDINARY RESOLUTION**

7. That the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**2006 Act**") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £66,666.66 comprising:
- (a) an aggregate nominal amount of £33,333.33 (whether in connection with the same offer or issue as under (b) below or otherwise); and
  - (b) an aggregate nominal amount of £33,333.33 in the form of equity securities (as defined in section 560 of the 2006 Act) in connection with an offer by way of a rights issue or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, made to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever.

This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) on the date falling 15 months after the passing of this resolution or, if earlier, at the conclusion of the annual general meeting of the Company in 2023, except that the Company may before such expiry

make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

### **SPECIAL RESOLUTIONS**

8. That subject to the passing of resolution 7, the Directors be empowered pursuant to section 570 and section 573 of the 2006 Act to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 7 as if section 561 of that Act did not apply to any such allotment, provided that this power shall be limited to:
- (a) any such allotment of equity securities in connection with an offer of equity securities by way of a rights issue or other pre-emptive offer or issue made to holders of ordinary shares on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, subject to such exclusions or other arrangements as the Directors may deem necessary, appropriate or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
  - (b) any such allotment, otherwise than pursuant to sub-paragraph (a) above, of equity securities having, in the case of ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £5,000.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by resolution 7 expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

9. That, in addition to any authority granted under resolution 8 and subject to the passing of resolution 7, the Directors be empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 7 as if section 561 of that Act did not apply to any such allotment, provided that this power shall be:

- (a) limited to any such allotment of equity securities having, in the case of ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £5,000; and
- (b) 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 this notice.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by resolution 7 expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

10. That the Company be generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of £0.001 each in the capital of the Company ("**Ordinary Shares**") on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares that may be purchased under this authority is limited to 10,000,000;
- (b) the minimum price which may be paid for each Ordinary Share purchased under this authority (exclusive of any expenses payable by the Company in connection with the purchase) shall be £0.001, being the nominal amount thereof;
- (c) the maximum price which may be paid for each Ordinary Share purchased under this authority (exclusive of any expenses payable by the Company in connection with the purchase) is an amount equal to the higher of:
  - (i) 105% of the average of the middle market quotations for an Ordinary Share as derived from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and
  - (ii) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out.

This authority shall expire, unless previously revoked, varied or renewed by the Company in general meeting, at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution or, if earlier, on 22 February 2024, provided that the Company may, before such expiry, enter into a contract to purchase Ordinary Shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own Ordinary Shares in pursuance of such contract as if the authority hereby conferred had not expired

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Company Secretary