

Company no. 10705197

Private company limited by shares

## **ORDINARY AND SPECIAL RESOLUTIONS**

**OF**

**IOTECH SYSTEMS LIMITED  
(Company)**

**Passed on 28 April 2023**

The following resolutions were duly passed as an ordinary and a special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 (**Act**):

### **ORDINARY RESOLUTION**

1. THAT the directors be generally and unconditionally authorised, for the purpose of section 551 of the Companies Act 2006, in substitution for all subsisting authorities, to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £95.22 during the period from the date of the passing of this resolution until the date preceding the fifth anniversary of the date of this resolution and for the purposes of this resolution, the directors may, before the expiry of such period, make offers or agreements before such expiry which would or might require the making of allotments after such expiry.

### **SPECIAL RESOLUTION**

2. THAT, subject only to the passing of resolution 1 above, the directors be given power pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by resolution numbered 1 above as if section 561 of that Act did not apply to any such allotment, such power to be limited:
  - a. to the allotment of up to 5290 Series B Shares of £0.01 each; and
  - b. to the allotment of up to 4232 Ordinary Shares of £0.01 each or a maximum of 10% of the issued share capital (whichever shall be the lower) pursuant to any share option plan approved by the directors,

provided that this authority shall expire upon the expiry of the authority conferred by resolution numbered 1 above except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

**Signed** *Keith Steele*.....

Keith Steele (Apr 28, 2023, 11:37am)

**Director**