

Company Number: 01975376

PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

OF

BRAND ARCHITEKTS GROUP PLC

(the "Company")

Passed on 29 November 2021

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COMPANIES HOUSE

At an annual general meeting of the Company duly convened and held on 29 November 2021 at 11:00 a.m., the following Ordinary Resolutions and Special Resolutions were duly passed:

Ordinary Resolutions

1. To receive the annual financial statement of accounts and the reports of the directors and the independent auditors for the financial year ended 30 June 2021.
2. To authorise the directors to determine the auditors' remuneration.
3. To re-appoint PKF Francis Clark LLP as the Company's auditors.
4. To re-elect Mr. Roger McDowell as a director of the Company.

Special Resolutions

5. That, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to Section 551, Companies Act 2006 (the "**Act**") to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") provided that this authority shall be limited to relevant securities up to an aggregate nominal amount of £286,891.20 (representing currently, 5,737,824 ordinary shares of £0.05 each and being approximately one-third of the nominal value of the issued ordinary share capital of the Company at the date of this Notice) provided that the authority conferred by this resolution, unless previously revoked, varied or extended in accordance with the Act, shall expire on the earlier of 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, save that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.
6. That, subject to the passing of resolution 5 above, the directors of the Company be and they are hereby empowered and authorised to allot equity securities (as defined in Section 560 of the Act) of the Company in accordance with Section 570(1) of the Act and/or to sell treasury shares (in accordance with Section 573 of the Act), wholly for cash pursuant to the authority conferred by resolution 5 above, in each case as if Section 561(1) of the Act did not apply to such allotment or sale, provided that the power conferred by this resolution shall be limited to:
 - (a) the allotment and/or sale of equity securities in connection with any offer or issue by way of rights or other pre-emptive offer or issue by the Company open for acceptance for a period fixed by the directors:
 - (i) to holders of ordinary shares in the capital of the Company (other than the Company) on the register on a record date fixed by the directors, where the equity securities respectively

attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and

- (ii) to the holders of any 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 to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange and any arrangements which the directors may deem necessary or expedient to deal with any underwriting or any other matter whatsoever relating to any such offer or issue of equity securities by the Company; and

- (b) the allotment and/or sale, otherwise than pursuant to sub-paragraph (a) above, of equity securities up to an aggregate nominal value equal to £43,076.75 (representing currently, 861,535 ordinary shares of £0.05 each and being approximately 5% of the nominal value of the issued ordinary share capital of the Company (excluding treasury shares) at the date of this Notice);

such power, unless previously revoked, varied or extended in accordance with the Act, to expire on the earlier of 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may before the expiry of such power make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if such power had not expired.

- 7. That the Company is generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of £0.05 each in the capital of the Company, 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 is 1,723,070, being a number representing no more than 10% of the current issued ordinary share capital of the Company (excluding treasury shares);
- (b) the minimum price (excluding expenses) that may be paid for each ordinary share is £0.05 being the nominal value of the ordinary shares;
- (c) the maximum price (excluding expenses) that may be paid for each ordinary share is the higher of:
 - (i) 105% of the average market value of an ordinary share in the capital of the Company for the five business days immediately prior to the day the purchase is made, the average market value being calculated by reference to the average middle market quotation for such a share during such period as derived from the AIM appendix to the London Stock Exchange Daily Official List; and
 - (ii) the value of an ordinary share in the capital of the Company, being the higher of:
 - the price of the last independent trade in such a share on the trading venue where the purchase is carried out; and
 - the highest current independent bid for such a share on such trading venue;

- (d) this authority shall expire on the earlier of 15 months after the date of the passing of

this resolution and the conclusion of the next annual general meeting of the Company;
and;

- (e) the Company may make a contract for the purchase of ordinary shares under this authority before it expires, notwithstanding that such contract will, or might, have its terms executed wholly or partly after this authority expires, and the Company may make a purchase pursuant to such a contract after the expiry of this authority.
8. That, the Articles of Association in the form produced at the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Rs McDowell

Rs McDowell (Dec 31, 2021 14:46 GMT)

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Chairman