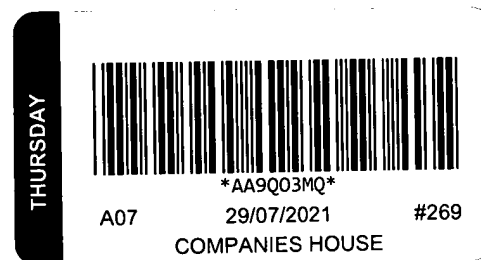


Company Number: 05151321

PUBLIC COMPANY LIMITED BY SHARES

COPY RESOLUTIONS
of
ANGLING DIRECT PLC (the "Company")



It is hereby certified that Resolution 1 set out below was duly passed as an ordinary resolution and that Resolutions 2 and 3 set out below was duly passed as special resolutions at the Annual General Meeting of the Company duly convened and held at Unit 2D Wendover Road, Rackheath Industrial Estate, Norwich, Norfolk NR13 6LH on the 23 day of June 2021 at 10.00 a.m.

ORDINARY RESOLUTION

1. That the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £257,557.68, this authority shall be in substitution for and shall replace any other existing authority to the extent not utilised at the date this resolution is passed and shall expire on the date which is the earlier of the conclusion of the next annual general meeting of the Company and 15 months from the passing of this resolution 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 after such expiry and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

2. That, in substitution for any existing power, but without prejudice to the exercise of any power prior to the date hereof, the Directors of the Company be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 1 above as if section 561 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 any rights issue or open offer or any other pre-emptive offer that is open for acceptance for a period determined by the Directors of the Company to the holders of Ordinary Shares on the register on any fixed record date in

proportion to their holdings of Ordinary Shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors of the Company may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and

- (b) the allotment of equity securities (other than pursuant to paragraph 2(a) above) with an aggregate nominal value of £38,633.

such authority to expire on the date which is the earlier of the conclusion of the next annual general meeting of the Company and 15 months from the passing of the resolution save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted or rights to be granted after such expiry and the Directors of the Company may allot equity securities, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

- 3. That if resolution 1 is passed, the Directors be authorised, in addition to any authority granted under resolution 2 to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority conferred upon them by resolution 1, as if section 561 of the Companies Act 2006 did not apply to any such allotment, such authority to be:

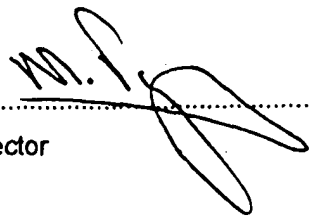
- 3.1 limited to the allotment of equity securities up to an aggregate nominal value of £38,633; and
- 3.2 used only for the purposes of financing (or refinancing, if the authority is to be used within six months of the original transaction) a transaction which the board of directors of the Company determines 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,

such authority to expire on the date which is the earlier of the conclusion of the next annual general meeting of the Company and 15 months from the passing of the resolution save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted or rights to be granted after such expiry and the Directors of the Company may allot equity securities, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

Signed by **MARTYN GRAHAM PAGE**

Director, for and on behalf of

ANGLING DIRECT PLC


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Director

Date

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