

THE COMPANIES ACTS

EP&F CAPITAL PLC

(THE "COMPANY")

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

**to which Chapter 3 of Part 3
of the Companies Act 2006 applies**

At an extraordinary general meeting of the Company duly convened and held on 20 December 2022 the following resolutions were duly passed, resolution numbered 1 as an ordinary resolution and resolutions numbered 2 and 3 as special resolutions of the Company:

ORDINARY RESOLUTION

1. **THAT** the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £4,000,000. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on 20 March 2024 or, if earlier, at the conclusion of the next Annual General Meeting of the Company, 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, and this authority shall be in substitution for all existing authorities to allot to the extent unused.

SPECIAL RESOLUTIONS

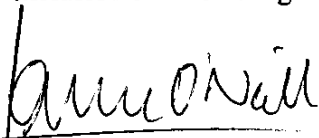
2. **THAT**, subject to the passing of resolution 1, the directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 1 as if section 561 of that Act did not apply to any such allotment, provided that such authority shall be limited to:

- (a) the allotment of equity securities (as defined in section 560 of the Companies Act 2006) in connection with a rights issue or any other pro-rata offer in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of any recognised regulatory body, or stock exchange or otherwise; and

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities for cash up to a maximum nominal amount of £4,000,000,

and such authority shall expire, unless previously revoked or renewed by the Company, on 20 March 2024 or, if earlier, at the conclusion of the next Annual General Meeting of the Company, 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.

3. **THAT** the regulations contained in the document produced to the meeting (for the purpose of identification marked "A" and signed by the Chairman of the meeting) be approved and adopted with effect from the termination of the meeting as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.



.....
Chairman of the meeting

Date 20/12/22