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03/04/2021

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COMPANIES HOUSE

Company No. 05840813

The Companies Act 2006 ("CA 2006")

Public Company Limited by shares

Ordinary and Special Resolutions of

**QUETZAL CAPITAL PLC**

(the "Company")

At the Annual General Meeting of the above-named Company duly convened and held on 1<sup>st</sup> April 2021 the following resolutions were passed as an Ordinary and Special Resolution, as indicated below:

#### **Ordinary Resolution**

1. **THAT**, in accordance with section 551 of the CA 2006, the Directors or a duly constituted committee of the Directors be generally and unconditionally authorised to allot or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company ("**Rights**") up to an aggregate nominal amount of £325,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted or Rights to be granted and the Directors may allot Ordinary Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant Rights but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.


#### **Special Resolution**

3. **THAT**, subject to the passing of Resolution 1, the Directors be given the general power to allot equity securities (as defined by section 560 of the CA 2006) for cash, pursuant to the authorities conferred by Resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to:
  - a) the allotment or grant of equity securities specified in Resolution 1;
  - b) the allotment of equity in connection with an offer of equity securities:
    - (i) to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - (ii) to holders of 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 in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or

- stock exchange; and
- c) the allotment of equity securities to any person up to an aggregate nominal amount of £325,000.

The authority granted by this Resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this Resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after the authority expires and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority had not expired.

This Resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the CA 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.



**CHAIRMAN**