

Company Number: 07139678

THE COMPANIES ACT 2006

PUBLIC LIMITED COMPANY

RESOLUTIONS

OF

THE BARKBY GROUP PLC

(passed on the 7th day of May 2021)

The following Resolutions were passed at the Annual General Meeting of the Company duly convened and held at 115b Innovation Drive, Milton, Abingdon, England, OX14 4RZ on the 7th day of May 2021 at 10:00 am:

ORDINARY RESOLUTIONS

1. **THAT** the annual report and financial statements of the Company for the financial year ended 2 July 2021, to comprise the audited accounts of the Company, together with the report of the Directors and the report of the Auditors on those audited accounts, be received and adopted.
2. **THAT** Crowe UK LLP be re-appointed as auditors of the Company.
3. **THAT** the audit committee of the board of directors be authorised to determine the auditors' remuneration.
4. **TO** re-appoint Douglas Alexander Benzie as a Director who retires in accordance with the Company's Articles of Association as a director having been appointed since the Company's last Annual General Meeting and who, being eligible, offers himself for re-appointment as a Director.
5. **TO** re-appoint Charles Edward Dickson as a Director who retires in accordance with the Company's Articles of Association as a director having been appointed since the Company's last Annual General Meeting and who, being eligible, offers himself for re-appointment as a Director.
6. **TO** re-appoint Jonathan Warburton as a Director who retires in accordance with the Company's Articles of Association as a director having been appointed since the Company's last Annual General Meeting and who, being eligible, offers himself for re-appointment as a Director.
7. **TO** re-appoint Matthew Graham Wood as a Director who retires in accordance with the Company's Articles of Association as a director having been appointed since the Company's last Annual General Meeting and who, being eligible, offers himself for re-appointment as a Director.
8. **THAT** Rupert Michael Fraser who retires in accordance with the Company's articles of association and offers himself for re-election be re-appointed as a Director.
9. **THAT** Jeremy Anthony Simon Sparrow who retires in accordance with the Company's articles of association and offers himself for re-election be re-appointed as a Director.

10. **THAT**, subject to the passing of Resolution 11, in accordance with section 551 of the Companies Act 2006 (**Act**) the Directors be generally and unconditionally authorised to exercise, and to delegate to any duly constituted committee of directors, all of the powers of the Company to allot shares in the Company (**Shares**), grant rights to subscribe for or convert security into Shares (**Rights**):

- 10.1. up to an aggregate nominal amount of £129,102 (such amount to be reduced by the nominal amount of any equity securities allotted under resolution 10.2 below) in connection with an offer by way of a rights issue:

10.1.1. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

10.1.2. 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 treasury shares, 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

- 10.2. in any other case, up to an aggregate nominal amount of £129,102 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph 10.1 of this resolution).

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 15 months from the passing of this Resolution or, if earlier, the date of the next annual general meeting of the Company 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 and the Directors may allot equity securities 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 equity securities 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 RESOLUTIONS

11. **THAT**, subject to the passing of Resolution 10, the Directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 10 or by way of a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- 11.1. the allotment of equity securities in connection with an offer by way of rights issue:

11.1.1. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

11.1.2. 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 treasury shares, fractional entitlements, record dates, legal or practical

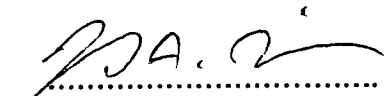
problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- 11.2. the allotment (otherwise than pursuant to resolution 11.1 above) of equity securities up to an aggregate nominal amount of £129,102.

The power granted by this resolution will expire 15 months from the date this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save 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.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities as of section 560(1) of the Act did not apply but without prejudice to any allotment of equity securities already made, or agreed to be made pursuant to such authorities.

12. **THAT** the name of the Company be changed to "Barkby Group Plc".


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~~Chairman~~/ Company Secretary