

Company Number: 8866498

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COMPANIES HOUSE

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

SAFESTAY PLC

(the "Company")

Passed 2 September 2021

At the annual general meeting of the company, duly convened and held at 10 a.m. on 2 September 2021 at 1a Kingsley Way, London N2 0FW, the following resolution numbered 1 was duly passed as an ordinary resolution of the Company, and the following resolutions numbered 2, 3 and 4 were duly passed as special resolutions of the Company:

ORDINARY RESOLUTIONS

1. THAT:
 - 1.1 the Directors be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £215,197;
 - 1.2 this authority shall expire (unless previously revoked, varied or renewed by the Company) on the earlier of the conclusion of the next annual general meeting of the Company to be held in 2022 and 30 June 2022;
 - 1.3 the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or Rights to be granted after it has expired and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and
 - 1.4 all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

SPECIAL RESOLUTIONS

2. THAT subject to the passing of resolution 1 above, the Directors shall have the power under section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the general authority conferred on them by resolution 1 above and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Companies Act 2006,

in each case as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited to:

2.1 any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever;

2.2 any such allotment and/or sale, otherwise than pursuant to paragraph 2.1 above, of equity securities having, in the case of ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £32,340,

and this authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by resolution 1 expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

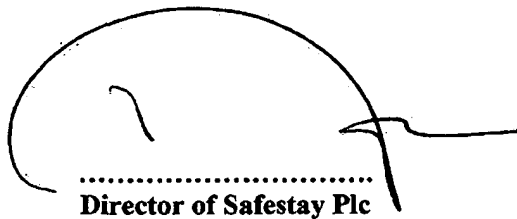
3. THAT, in addition to any authority granted under resolution 2, the Directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 1 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Companies Act 2006, in each case as if section 561 of that Act did not apply to any such allotment or sale, provided that this power shall be limited to:

3.1 any such allotment and/or sale of equity securities having, in the case of ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £32,340; and

3.2 used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine 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,

and this authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by resolution 1 expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

4. THAT the Company be and is hereby 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 Companies Act 2006) of Ordinary Shares, on such terms and in such manner as the directors may from time to time determine, provided that:
- 4.1 the maximum number of Ordinary Shares authorised to be purchased is 6,467,901 being such number of Ordinary Shares as represents approximately 10.0 per cent of the current issued Ordinary Share capital of the Company;
- 4.2 the minimum price (exclusive of any expenses) which may be paid for any Ordinary Share shall be not less than 1 pence, being the nominal value of each Ordinary Share;
- 4.3 the maximum price (exclusive of any expenses) which may be paid for any Ordinary Share shall be not more than the higher of:
- (a) 5 per cent above the average of the market value for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the date on which the Ordinary Share is contracted to be purchased; and
 - (b) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the Daily Official List of the London Stock Exchange plc at the time the purchase is carried out;
- 4.4 unless previously renewed, varied or revoked, this authority shall expire on the earlier of the conclusion of the annual general meeting of the Company to be held in 2022 and 30 June 2022; and
- 4.5 the Company may make a contract to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly thereafter and may make a purchase of Ordinary Shares in pursuance of any such contract as if such authority had not expired.



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Director of Safestay Plc