

Company number: 08892109

**THE COMPANIES ACT 2006**  
**ORDINARY AND SPECIAL RESOLUTIONS**  
**Of**  
**EAGLE EYE SOLUTIONS GROUP PLC**  
**(the "Company")**

FRIDAY



Passed on 16 November 2023

At the annual general meeting ("AGM") of the Company, duly convened and held at The Clubhouse, St. James's, 8 ST James's Square, London, SW1Y 4JU on Thursday 16 November 2023 at 1.00pm, the following resolutions were duly passed by the Company as ordinary or special resolutions (as indicated):

**ORDINARY RESOLUTIONS**

1. That the report of the Directors, the financial statements and the report of the auditors for the Company's financial year ended 30 June 2023, be received and adopted.
2. That Lucy Sharman-Munday, who retires by rotation and is eligible for re-election pursuant to article 19 of the Company's articles of association, be re-appointed as a Director of the Company.
3. That Charlotte Stranner, who was appointed since the last AGM and is eligible for re-election pursuant to article 19 of the Company's articles of association, be re-appointed as a Director of the Company.
4. That Anne de Kerckhove, who was appointed since the last AGM and is eligible for re-election pursuant to article 19 of the Company's articles of association, be re-appointed as a Director of the Company.
5. That:
  - a. RSM UK Audit LLP of 9<sup>th</sup> Floor, 3 Hardman Street, Manchester, M3 3HF be re-appointed as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting of the Company at which financial statements are laid before the Company's shareholders; and
  - b. The Directors be authorised to determine the auditors' remuneration.
6. That the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to:
  - a. Allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £97,524.68; and
  - b. Allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £195,049.36 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this resolution 6) in connection with an offer by way of a rights issue to:
    - i. The holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
    - ii. Holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary.

And so that the Directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

These authorities shall apply in substitution for all previous authorities (but without prejudice to the validity of any allotment pursuant to such previous authority) and expire at the end of the next annual general meeting of the Company or, if earlier, 15 months after the date of this resolution, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the Directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power and authority conferred by this resolution had not expired.

### **SPECIAL RESOLUTIONS**

1. That, subject to the passing of resolution 6, the Directors be generally and unconditionally empowered for the purposes of section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash:

- a. Pursuant to the authority conferred by resolution 6; or
- b. Where the allotment constitutes an allotment within the meaning of section 560(2)(b) of the Act.

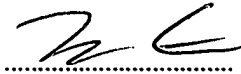
In each case as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

- i. The allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 6, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to:
  - A. The holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
  - B. Holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary.

And so that the Directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- i. The grant of options to subscribe for shares in the Company and the allotment of such shares pursuant to the exercise of options granted under the terms of any share option scheme adopted or operated by the Company and the allotment of shares pursuant to any share incentive plan ('SIP') adopted or operated by the Company; and
- ii. The allotment of equity securities, other than pursuant to paragraphs (i) and (ii) above of this resolution, up to an aggregate nominal amount of £29,257.40.

- b. This power shall (unless previously renewed, varied or novated by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution or, if earlier, on the date 15 months after the passing of such resolution, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.



Company Secretary