

WRITTEN RESOLUTION
SPEX GROUP HOLDINGS LIMITED

(Company Number: SC528327)

(the "Company")

By written resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the Act), the following resolutions were passed (i) as to resolutions 1 and 2 as ordinary resolutions; and (ii) as to resolution 3 as a special resolution on 6 February 2023:-


ORDINARY RESOLUTIONS

1. That, in accordance with Section 551 of the Act, the directors be generally and unconditionally authorised to allot A Ordinary Shares of £0.01 each in the capital of the Company up to an aggregate nominal amount of £6.29 provided that unless renewed, varied or revoked by the Company this authority shall expire on the fifth anniversary of the date of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
2. That, in accordance with Section 551 of the Act, the directors be generally and unconditionally authorised to allot B Ordinary Shares of £0.01 each in the capital of the Company up to an aggregate nominal amount of £6.29 provided that unless renewed, varied or revoked by the Company this authority shall expire on the fifth anniversary of the date of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

3. That in accordance with Section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolutions 1 and 2 above, as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £12.58; and

- (b) expire on the fifth anniversary of the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

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Director

Date: 6 February 2023