

THE COMPANIES ACT 2006

PUBLIC LIMITED COMPANY

RESOLUTIONS

of

BYTES TECHNOLOGY GROUP PLC

(the company, or BTG)

PASSED AT AN ANNUAL GENERAL MEETING HELD ON 11 July 2024

On 11 July 2024, the company held an annual general meeting whereby the resolution numbered 1 below was duly passed as an ordinary resolution and the resolutions numbered 2 to 5 below were duly passed as special resolutions of the company pursuant to Chapter 3 of Part 13 of the Companies Act 2006.

**ORDINARY RESOLUTION**

**AUTHORITY TO ALLOT SHARES**

1. That the directors be generally and unconditionally authorised, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the act), to exercise all the powers of the company to allot shares in the company or grant rights to subscribe for, or to convert any security into, shares:
  - a) up to an aggregate nominal amount (within the meaning of Sections 551(3) and (6) of the act) of £801,204, which is equivalent to one-third of the total issued ordinary share capital of BTG as at 21 May 2024
  - b) comprising equity securities (as defined in Sections 560 of the act) up to an aggregate nominal amount (within the meaning of Sections 551(3) and (6) of the act) of £1,602,408 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with or pursuant to an offer by way of a fully pre-emptive offer:
    - (i) in favour of ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment; and
    - (ii) to holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities,

in each case subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties that may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever, provided that this authority shall expire at the conclusion of the Annual General Meeting of the company to be held in 2025, or at close of business on 10 October 2025 (whichever occurs first) save that the company may before such expiry make an offer or enter into an agreement that would, or might, require shares to be allotted, or rights to subscribe for, or to convert securities into, shares to be granted, after such expiry and the directors may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

## **SPECIAL RESOLUTIONS**

### **AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS**

2. That, subject to the passing of resolution 1 above, the directors be generally empowered pursuant to Sections 570 and 573 of the Companies Act 2006 (the act) to allot equity securities (within the meaning of Section 560 of the act) of the company for cash pursuant to the authority conferred by resolution 1 and to sell ordinary shares (as defined in Section 560(1) of the act) held by the company as treasury shares for cash, as if Section 561 and sub-sections (1) to (6) of Section 562 of the act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and sale of treasury shares:
- a) in connection with or pursuant to an offer of, or invitation to acquire, equity securities (but in the case of the authority granted under paragraph (b) of resolution 1, by way of a fully pre-emptive offer only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties that may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever
  - b) in the case of the authority granted under paragraph (a) of resolution 1 and/or in the case of any sale of treasury shares (and otherwise than under paragraph (a) of this resolution), up to an aggregate nominal amount of £120,181,

provided that this power shall expire at the conclusion of the Annual General Meeting of the company to be held in 2025 or at close of business on 10 October 2025 (whichever occurs first), save that the company may before such expiry make an offer or enter into an agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

### **AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS FOR PURPOSES OF ACQUISITIONS AND OTHER CAPITAL INVESTMENT**

3. That, subject to the passing of resolution 1 above and in addition to the power granted under resolution 2, the directors be generally empowered pursuant to Sections 570(1) and 573 of the Companies Act 2006 (the act) to allot equity securities (within the meaning of Section 560 of the act) of the company for cash pursuant to the authority conferred by paragraph (a) of such resolution 1 and to sell ordinary shares (within the meaning of Section 560(1) of the act) held by the company as treasury shares for cash, as if Section 561 and sub-sections (1) to (6) of section 562 of the act did not apply to any such allotment or sale, provided that this power shall be:
- a) limited to the allotment of equity securities for cash and sale of treasury shares up to an aggregate nominal amount of £120,181
  - b) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction that the directors have determined 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 before the date of this notice, or for any other purposes as the company in general meeting may at any time by special resolution determine,

provided that this power shall expire at the conclusion of the Annual General Meeting of the company to be held in 2025 or at close of business on 10 October 2025 (whichever occurs first), save that the company may before such expiry make an offer or enter into an agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

#### **AUTHORITY FOR THE COMPANY TO PURCHASE ITS ORDINARY SHARES**

4. To authorise the company generally and unconditionally for the purposes of Section 701 of the Companies Act 2006 (the act) to make market purchases (within the meaning of Section 693(4) of the act) of any of its ordinary shares of £0.01 (ordinary shares) each on such terms and in such manner as the directors may from time to time determine, provided that:
  - a) the maximum number of ordinary shares that may be purchased is 24,036,124
  - b) the minimum price that may be paid for each ordinary share is £0.01 (being the nominal value of an ordinary share) which amount shall be exclusive of expenses, if any
  - c) the maximum price (exclusive of expenses, if any) that may be paid for each ordinary share is an amount equal to the higher of:
    - i) 105% of the average of the middle market quotations of the ordinary shares of the company as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased, and
    - ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out.
  - d) if given, this power will expire at the conclusion of the Annual General Meeting of the company to be held in 2025 or at close of business on 10 October 2025, whichever occurs first, and
  - e) under the authority the company may make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

#### **CALLING OF GENERAL MEETINGS ON 14 CLEAR DAYS' NOTICE**

5. That a general meeting other than an Annual General Meeting may be called on no fewer than 14 clear days' notice.