

Company Number: 07262416

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**RESOLUTIONS OF ALPHA GROUP INTERNATIONAL PLC (THE "COMPANY")
(Passed 15 May 2025)**

At the Annual General Meeting ("AGM") of the members of the Company convened and held on 15 May 2025, the following resolutions were duly passed:

As an Ordinary Resolution:

Resolution 2 – Directors' Remuneration Policy

To approve the Directors' Remuneration Policy, the full text of which is set out on pages 115 to 130 of the 2024 Annual Report.

Resolution 4 – Non-Executive Directors Fees

To:

- (a) approve, adopt and ratify the decisions of the current and former directors of the Company to pay fees to Non-Executive Directors, in the amounts set out in the Company's annual reports and financial statements for the financial years ending 31 December 2017, 31 December 2022, 31 December 2023 and 31 December 2024, notwithstanding that the amounts of such fees exceeded or may have exceeded the limit set out in the Company's articles of association (Articles); and
- (b) increase the limit on the aggregate sum that may be paid per year as Non-Executive Directors' fees under article 93(A) of the Articles from £150,000 to £750,000.

Resolution 15 - Directors' authority to allot shares

To generally and unconditionally authorise the Directors pursuant to and in accordance with section 551 of the Act to exercise all powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company:

- (A) up to an aggregate nominal amount of £28,271.40; and
- (B) comprising equity securities (as defined in Section 560(1) of the Act) up to a further aggregate nominal amount of £28,271.40 in connection with a pre-emptive offer,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the end of the next Annual General Meeting or on 30 June 2026, whichever is the earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this resolution:

- (l) 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the Directors to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory; and

- (II) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

As Special Resolutions:

Resolution 16 - Disapplication of pre-emption rights

That if Resolution 15 is passed, the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- (A) to allotments in connection with a pre-emptive offer;
- (B) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £8,481.42; and
- (C) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) or paragraph (B) above) up to a nominal amount equal to 20 per cent. of any allotment of securities or sale of treasury shares from time to time under paragraph (B) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice, such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 30 June 2026 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- (I) “pre-emptive offer” has the same meaning as in Resolution 15 above; and
- (II) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Resolution 17 - Disapplication of pre-emption rights in connection with an acquisition or specified capital investment

That if Resolution 15 is passed, the Directors be authorised in addition to any authority granted under Resolution 16 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £8,481.42, such authority to be 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 which

the Board of the Company determines to be either an acquisition or a specified 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

- (B) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 30 June 2026 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 18 - Authority to purchase own shares

That the Company be, and is hereby, generally and unconditionally authorised for the purpose of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.002 each in the capital of the Company (“Ordinary Shares”), provided that:

- a. the maximum aggregate number of Ordinary Shares authorised to be purchased 4,240,710 (representing 10 per cent. of the Company’s issued ordinary share capital as at 8 April 2025);
- b. the minimum price which may be paid for such Ordinary Shares is £0.002 per share (exclusive of expenses);
- c. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share cannot be more than an amount equal to the higher of:
 - i. 105 per cent. of the average of the closing middle market price for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day the purchase is made; and
 - ii. an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
- d. this authority shall expire at the conclusion of the Company’s next Annual General Meeting or, if earlier 30 June 2026 (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

Resolution 19 - Notice of general meetings

To authorise the Directors to call a general meeting other than an Annual General Meeting on not less than 14 clear days’ notice.

Resolution 20 – Distributable Reserves

That:

- (a) In relation to certain historical dividends paid by the Company, being: the FY17 interim dividend paid on 13 October 2017 (the “**FY17 Interim Dividend**”), the FY21 interim dividend paid on 8 October 2021 (the “**FY21 Interim Dividend**”), and the FY24 interim dividend paid on 11 October

2024 (the “**FY24 Interim Dividend**”), (together, the ‘**Relevant Dividends**’ and each a “**Relevant Dividend**”):

- (i) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the year ended 31 December 2018) to the payment of £387,512 of the FY17 Interim Dividend in excess of distributable reserves, be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend;
 - (ii) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the year ended 31 December 2021) to the payment of the £359,187 of the FY21 Interim Dividend in excess of distributable reserves be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend; and
 - (iii) the appropriation of distributable profits of the Company (as shown in the interim accounts dated 17 March 2025) to the payment of the £1,777,672 of the FY24 Interim Dividend in excess of distributable reserves, be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend;
 - (iv) any and all claims which the Company has or may have arising out of or in connection with the payment of the Relevant Dividends against those shareholders who appeared on the register of members on the record date for the Relevant Dividends be waived and released, and that a deed of release in favour of such shareholders be entered into by the Company in the form produced to the AGM and initialled by the Chair for the purposes of identification and any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the deed of release as a deed poll for and on behalf of the Company;
 - (v) any distribution involved in the giving of the release (referred to in paragraph (iv) above) in relation to the Relevant Dividends be made out of the relevant distributable profits of the Company appropriated to the Relevant Dividends by reference to a record date identical to the record date for the Relevant Dividends;
- (b) In relation to the Company’s purchase of 1,063,556 ordinary shares of £0.002 each in the capital of the Company (the “**Relevant Shares**”) between 7 February 2024 and 17 March 2025 (inclusive) (the “**Relevant Share Buybacks**”):
- (i) the appropriation of distributable profits of the Company (as shown in interim accounts of the Company dated 17 March 2025) to the payment of the purchase prices paid in respect of the Relevant Share Buybacks be and is hereby authorised and confirmed;
 - (ii) the Company be and is hereby authorised for the purposes of section 694 of the Act to make “off-market” purchases (within the meaning of section 693(2) of the Act) of, the Relevant Shares in accordance with the terms of the proposed buyback deed to be entered into between the Company and Panmure Liberum, in such form as produced to the AGM and initialled by the Chair for the purposes of identification, for the aggregate consideration of £1 (the “**Buyback Deed**”), such authority to expire at the conclusion of the next AGM, or if earlier, on 30 June 2026 (unless renewed, varied or revoked by the Company prior to or on that date);
 - (iii) any and all claims which the Company has or may have arising out of or in connection with the payments made for the Relevant Share Buybacks (including any related interest thereon) against Panmure Liberum be waived and released in accordance with the Buyback Deed;

- (iv) any distribution involved in giving of the release to Panmure Liberum pursuant to the terms of the Buyback Deed in relation to the Relevant Share Buybacks be made out of the relevant distributable profits of the Company appropriated to the Relevant Share Buybacks by reference to a payment date identical to the payment date for the Relevant Share Buybacks;

- (c) any and all claims which the Company has or may have against each of its directors (whether past or present) arising out of or in connection with the approval, declaration or payment of the Relevant Distributions be waived and released and the deeds of release in favour of such persons be entered into by the Company in the form produced to the AGM and initialled by the Chair for the purposes of identification and any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company.

Bernwood Cosec Limited

Company Secretary

15 May 2025