

Conduit Holdings Limited ("Conduit Holdings")

Registered in Bermuda

Registration No. 55936

Special Resolutions

At the Annual General Meeting of Conduit Holdings duly convened and held at Ideation House, 94 Pitts Bay Road, Pembroke, HM08, Bermuda on 11 May 2022 at 10 a.m., Atlantic time, the following resolutions were duly passed as special resolutions:

Disapplication of Pre-emption Rights (General)

17. That, subject to and conditional on the passing of Resolution 16, the Directors of the Company be authorised, in accordance with Bye-law 2.5, to allot Equity Securities (within the meaning of Bye-law 2.4(g)) for cash pursuant to the authority conferred by Resolution 16 as if Bye-law 2.4(a) of the Company's Bye-laws did not apply to such authority up to an aggregate nominal value of US\$82,446.09, such amount being approximately five per cent of the Company's issued share capital as at 4 April 2022, (being the latest practicable date prior to the publication of this Notice); provided that, unless otherwise renewed or revoked by the shareholders in general meeting, this authority will expire at the conclusion of the 2023 AGM or, if earlier, at 6.00 p.m. on 31 August 2023 and provided that the Company may before such expiry make any offer or agreement which would or might require the Company's common shares US\$0.01 each ("Common Shares") to be allotted after such expiry and the Directors may allot such Common Shares in pursuance of such offer or agreement as if Bye-law 2.4(a) did not apply.

Purchase of own Common Shares

18. That the Company be generally and unconditionally authorised, in accordance with Bye-law 3 and pursuant to section 42A of the Bermuda Companies Act 1981, to make one or more market purchases of Common Shares on such terms and in such manner as the Board or any authorised committee thereof may from time to time determine provided that:

- (a) the maximum number of Common Shares which may be purchased is 16,489,217 (such amount being approximately 10 per cent of the Company's issued share capital excluding shares held by the Company in treasury as at 4 April 2022, being the latest practicable date prior to the publication of this Notice);
- (b) the minimum price (exclusive of expenses) which may be paid for each Common Share is US\$0.01;
- (c) the maximum price (exclusive of expenses) which may be paid for a Common Share shall not be more than the higher of: (i) an amount equal to 105 per cent. of the average middle market quotations for a Common Share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the Common Share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of a Common Share and the highest current independent bid for a Common Share as derived from the London Stock Exchange Trading System;
- (d) this authority shall expire at the conclusion of the 2023 AGM or at 6:00 p.m. on 31 August 2023, whichever is sooner; and
- (e) the Company may make a contract to purchase its own Common Shares under the authority conferred by this Resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own Common Shares in pursuance of any such contract.

Certified a True Copy

For Conduit Holdings Limited

Ideation House

94 Pitts Bay Road

Pembroke, HM08

Bermuda

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Gmz

Secretary
Authorised Signatory
11 May 2022