

Company number 2486024

RESOLUTIONS OF DIALIGHT PLC ("Company")

Passed on 19 May 2022

At the Annual General Meeting of the Company duly convened and held at and broadcast from Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW on Thursday, 19 May 2022 at 10:00 am, the following resolutions were duly passed as ordinary and special resolutions.

ORDINARY RESOLUTION

Resolution 13 – Authority to allot shares

That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 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 in the Company:

- (a) up to an aggregate nominal amount of £205,867 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities up to an aggregate nominal amount of £411,733 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights to subscribe for or to convert any security into shares in the Company granted under paragraph (a) of this resolution 14 in connection with an offer by way of a rights issue:
 - (i) to holders of ordinary shares 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 as permitted by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors 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, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever.

Such authorities shall, unless previously renewed, revoked or varied, expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or on 30 June 2023, whichever is earlier, but, in each case, so that the Company may make offers and enter into agreements before the authority expires 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 expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

Resolution 14 – Authority to renew the allotment of equity securities for cash other than on a pro-rata basis

That, in substitution for all existing powers and subject to the passing of resolution 13 set out in the notice of the 2022 Annual General Meeting of the Company, the Directors be given the power pursuant to Sections 570(1) and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by that resolution 13 and to sell ordinary shares (as defined in Section 560(1) of the Companies Act 2006) held by the Company as treasury shares for cash, as if Section 561 of the Companies Act 2006 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 the 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 13 by way of a rights issue only):
 - (i) in favour of holders of ordinary shares 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 or sale; 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, but subject to such exclusions or other arrangements as the Directors may deem necessary or appropriate to deal with treasury shares, fractional entitlements,

record dates, legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

- (b) in the case of the authority granted under paragraph (a) of resolution 13 (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (a) of this resolution 15, up to an aggregate nominal amount of £30,880.

The power granted by this resolution shall, unless previously renewed, revoked or varied, expire on the conclusion of the Company's next Annual General Meeting after this resolution is passed or on 30 June 2023, whichever is the earlier, save that the Company may, before such expiry, make offers or agreements which 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Resolution 15 – Authority to disapply pre-emption for acquisitions or specified capital investments

That, subject to the passing of resolution 13, and in addition to any power granted under resolution 14, the Directors be given the power pursuant to Sections 570(1) and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash under the authority granted under paragraph (a) of resolution 13 and to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be:

- (a) limited to the allotment of equity securities for cash and the sale of treasury shares up to an aggregate nominal amount of £30,880; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which 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 prior to the date of this notice, or for any other purposes as the Company in general meeting may at any time by special resolution determine.

The power granted by this resolution shall, unless previously renewed, revoked or varied, expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or on 30 June 2023, whichever is the earlier, but, in each case, during this period 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 power expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

Resolution 16 – To authorise the Company to purchase its own shares

That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of any of its ordinary shares of 1.89 pence in the capital of the Company ("ordinary shares") provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 3,267,719;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 1.89 pence;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
 - (i) an amount equal to 5% above the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out.

This authority shall, unless previously renewed, revoked or varied, expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or on 30 June 2023, whichever is the earlier, but during this period the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will

or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract.

Signed Richard Allan

Richard Allan

Company Secretary

19 May 2022