

Triad Group Plc
Registered office:
Weyside Park
Catteshall Lane
Godalming
Surrey
GU7 1XE

Company Number: 02285049

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**RESOLUTIONS OF TRIAD GROUP PLC (THE "COMPANY")
(Passed 28 July 2021)**

At the Annual General Meeting ("AGM") of the members of the Company convened and held on 28 July 2021, the following resolutions were duly passed:

As an Ordinary Resolution:

Resolution 7 - Directors' authority to allot shares

That in substitution for any existing such authority the Directors of the Company be and are hereby 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 and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £53,845 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the conclusion of the Company's AGM to be held in 2022 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors of the Company from time to time may allot shares and grant Rights in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

As Special Resolutions:

Resolution 8 – Disapplication of pre-emption rights

THAT the Directors of the Company from time to time be and hereby are empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 ("the Act") to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 7 or by way of a sale of treasury shares as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to;

- (a) the allotment of equity securities in connection with any offer by way of rights or open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors of the Company from time to time may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with or under the laws or requirements of any regulatory or other authority in any jurisdiction; and

(b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal value of £8,085

and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the conclusion of the AGM of the Company in 2022, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares sold after the expiry of the authority period and the Directors of the Company from time to time may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

Resolution 9 – 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.

James Vincent McDonald

Company Secretary

28 July 2021