

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY RESOLUTIONS

of

HYVE GROUP PLC

("Company")

PASSED ON WEDNESDAY 27 MAY 2020

At a general meeting of the Company duly convened and held on Wednesday 27 May 2020 at the Company's offices at 2 Kingdom Street, London, England W2 6JG, the following resolutions were duly passed as ordinary resolutions as indicated below:

ORDINARY RESOLUTION

1. Share Consolidation

THAT, subject to and conditional upon the admission of the Consolidated Ordinary Shares (as defined below) to the premium listing segment of the Official List of the Financial Conduct Authority and to trading on London Stock Exchange plc's main market for listed securities at 8.00 a.m. on 28 May 2020 (or such other time and/or date as the directors of the Company (the "Directors") may in their absolute discretion determine) ("Admission"), every 10 existing ordinary shares of 1 pence each in nominal value in issue in the capital of the Company as at 6.00 p.m. on 27 May 2020 (or such other time or date as the Directors may determine) (the "Existing Ordinary Shares"), be consolidated into one new consolidated ordinary share of 10 pence each in nominal value (the "Consolidated Ordinary Shares") having the same rights and ranking *pari passu* in all respects with the Existing Ordinary Shares, provided that, where such consolidation would result in any member being entitled to a fraction of a Consolidated Ordinary Share, such fraction shall be aggregated with the fractions of a Consolidated Ordinary Share (if any) to which other members of the Company would be similarly so entitled and the Directors of the Company be and are hereby authorised to sell (or appoint any other person to sell) all the Consolidated Ordinary Shares representing such fractions at the best price reasonably obtainable to any person(s), and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant members who would otherwise be entitled to the fractions so sold, save that any fraction of a penny which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the registrar of the Company and any proceeds of sale (net of expenses) to each of the relevant member(s) of less than £5.00 will accrue for the benefit of the Company (and, for the purposes of implementing the provisions of this resolution, any Director (or any person appointed by the Directors) shall be and is hereby authorised to execute one or more instrument(s) of transfer in respect of such Consolidated Ordinary Shares on behalf of the relevant member(s) and to do all acts and things the Directors consider necessary or desirable to effect the transfer of such Consolidated Ordinary Shares to, or in accordance with the directions of, any buyer of such Consolidated Ordinary Shares).

2. Authority to Allot

THAT, subject to the passing of resolution 1 and subject to and conditional upon admission to listing on the premium listing segment of the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange plc's main market for listed securities of the new ordinary shares of 10 pence each to be issued by the Company in connection with the issue by way of rights of up to 183,550,558 new ordinary shares at a price of 69 pence per new ordinary share to qualifying shareholders on the register of members of the Company at 6.00 p.m. on 22 May 2020 (or such other date as the directors of the Company (the "Directors") may in their absolute discretion determine) (the "Rights Issue") and in addition, to the extent unutilised, to the authority conferred on them at the last annual general meeting of the Company on 23 January 2020, the Directors (or any duly constituted committee of the Directors) be and are hereby generally and unconditionally authorised, pursuant to and 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 shares in the Company up to a nominal amount of £18,355,056 in connection with the Rights Issue, such authority to expire (unless previously revoked by the Company) at the close of business on 31 July 2020, except that the Company may before such expiry make offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant rights in pursuance of such offers or agreements as if the power conferred hereby had not expired.



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Jared Cranney
Company Secretary