

Company Number: 01927339

Companies Act 2006

Company limited by shares

Special Resolutions of the Hyve Group plc (the 'Company')

At the Annual General Meeting of the Company held on 21 January 2021, the following resolutions were duly passed, as to Resolution 11 as an ordinary resolution and as to Resolutions 12, 13, 14, 15, and 16 as special resolutions:

Ordinary Resolution:

11. THAT in substitution for all subsisting authorities to the extent unused, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (**the 2006 Act**) 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 (**Rights**):
 - a. up to an aggregate nominal amount of £8,837,603 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the 2006 Act) allotted or granted under paragraph (b) of this Resolution in excess of £8,837,603); and
 - b. comprising equity securities (as defined in section 560(1) of the 2006 Act), up to a further aggregate nominal amount of £8,837,603 (such amount to be reduced by any shares allotted or rights granted under paragraph (a) of this Resolution) in connection with an offer by way of a rights issue to: (i) ordinary shareholders in proportion (as nearly as may be) 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 to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter.

The authorities conferred on the Directors under paragraphs (a) and (b) above shall expire (unless previously revoked by the Company) after the passing of this Resolution on the earlier of the conclusion of the Company's next Annual General Meeting or 30 March 2022, and in each case 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 the authority has expired and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired.

Special Resolutions:

12. THAT if Resolution 11 is passed and in substitution for all subsisting authorities to the extent unused, the Directors be authorised to allot equity securities (as defined in section 560 of the 2006 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 2006 Act did not apply to any such allotment or sale, provided that this authority shall be limited to:

- a. the allotment of equity securities and/or sale of treasury shares in connection with an offer or issue of or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 11 above by way of rights issue only) to or in favour of: (i) ordinary shareholders in proportion (as nearly as may be) 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 to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
- b. in the case of an allotment of equity securities for cash pursuant to the authority granted under paragraph (a) of Resolution 11, the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution) up to an aggregate nominal amount of £1,325,640; and

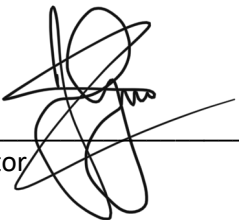
this authority shall expire after the passing of this Resolution on the earlier of the conclusion of the Company's next Annual General Meeting or 30 March 2022 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

13. THAT if Resolution 11 is passed and in substitution for all subsisting authorities to the extent unused, the Directors be authorised in addition to any authority granted under Resolution 12 to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 11 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this authority shall be:

- a. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,325,640; 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 Board of the Company determines 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,

and shall expire after the passing of this Resolution on the earlier of the conclusion of the Company's next Annual General Meeting or 30 March 2022 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/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 10p each in the capital of the Company upon such terms and in such manner as the Directors of the Company shall determine, provided that:
- a. the maximum aggregate number of ordinary shares authorised to be purchased is 26,512,811;
 - b. the minimum price which may be paid for such ordinary shares is 10p 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% of the average of the closing middle market price for an ordinary share of the Company 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 on the trading venues where the purchase is carried out;
 - d. unless previously renewed, varied or revoked, the authority hereby conferred shall expire after the passing of this Resolution on the earlier of the conclusion of the Company's next Annual General Meeting or 30 March 2022; and
 - e. the Company may make a contract or contracts to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.
15. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.
16. THAT, the New Articles produced to the Meeting and initialled by the Chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Existing Articles.



Director