

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 3 February 2022, the following resolutions were duly passed, as to Resolution 10 as an ordinary resolution and as to Resolutions 11, 12, 13 and 14 as special resolutions:

Ordinary Resolution:

10. 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 £9,721,363; and
 - b. comprising equity securities (as defined in section 560(1) of the 2006 Act), up to a further aggregate nominal amount of £9,721,363 in connection with an offer by way of a rights issue in favour of ordinary shareholders in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to such exclusions, limits, restrictions or 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).

The authorities conferred on the Directors under paragraphs (a) and (b) above shall expire (unless previously revoked by the Company) on the earlier of (i) the conclusion of the Company's next Annual General Meeting and (ii) 30 March 2023, 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:

11. THAT if Resolution 10 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 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 the allotment of equity securities:
- a. in connection with an offer of equity securities (including without limitation, under a rights issue, open offer or similar arrangement except that in the case of an allotment pursuant to the authority granted under paragraph (b) of Resolution 10 above, shall be by way of rights issue only) in favour of ordinary shareholders in proportion (as nearly as may be) to their existing holdings of ordinary shares, but subject to such exclusions, limits, restrictions or 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); and

- b. otherwise than pursuant to paragraph (a) of this Resolution 11 up to an aggregate nominal amount of £1,458,204; and

this authority shall expire on the earlier of (i) the conclusion of the Company's next Annual General Meeting or (ii) 30 March 2023 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 after the authority expires and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

The authority applies in relation to a sale of shares which is an allotment of equity securities by virtue of s.560(3) of the 2006 Act as if in the first paragraph of this resolution the words under the authority given by that Resolution were omitted.

12. THAT if Resolution 10 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 11 to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 10 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 £1,458,204; 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 (i) the conclusion of the Company's next Annual General Meeting or (ii) 30 March 2023 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 after the authority expires and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

The authority applies in relation to a sale of shares which is an allotment of equity securities by virtue of s.560(3) of the 2006 Act as if in the first paragraph of this resolution the words under the authority given by that Resolution were omitted.

13. 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 29,164,090;

- 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 shall be 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 on which the purchase is made; and
 - ii. 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 (i) the conclusion of the Company's next Annual General Meeting and (ii) 30 March 2023 except in relation to the purchase of ordinary shares the contract for which was concluded prior to the expiry of such authority and which will or may be executed wholly or partly after the expiry of such authority, where the Company may make a purchase of ordinary shares in pursuance of any such contract or contracts.
14. THAT general meetings (other than any annual general meeting) of the Company may be called on not less than 14 clear days' notice.



Director