

Company Number: 05448627

**THE COMPANIES ACT 2006
PUBLIC LIMITED COMPANY
STRATEGIC EQUITY CAPITAL PLC
SPECIAL RESOLUTIONS
(Passed on 9 November 2022)**



At the Annual General Meeting of Strategic Equity Capital plc (the "Company"), duly convened and held at the offices of Liberum Capital Limited, Ropemaker Place, 25 Ropemaker Place, London, EC2Y 9LY on 9 November 2022 at 12 noon, the following resolutions were passed:-

ORDINARY RESOLUTIONS

10. THAT in substitution for any existing authority, the Board be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the Companies Act 2006, (the "Act") up to an aggregate nominal amount of £533,085 (equivalent to 10% of the Company's issued Ordinary share capital of 53,308,547 Ordinary 10p shares at 4 October 2022), which authority shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company after the passing of this resolution and 9 February 2024 (unless previously revoked or varied by the Company in General Meeting) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

11. THAT, subject to the passing of resolution 10 above and in substitution for any existing authority, the Board be and it is hereby empowered, pursuant to Sections 570 and 573 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 10 above and/or to sell equity securities from Treasury for cash, as if Section 561 of the Act did not apply to any such allotment or sales, provided that this power shall be limited to the allotment of equity securities or sale of shares out of Treasury up to an aggregate nominal value of £533,085 (equivalent to 10% of the Company's issued Ordinary share capital of 53,308,547 Ordinary 10p shares at 4 October 2022), and shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company after the passing of this resolution and 9 February 2024, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or sold after such expiry and the Board may allot or sell equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

12. THAT the Company be and is hereby authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693 of the Act) of its Ordinary shares provided that:

- (i) the maximum number of Ordinary shares hereby authorised to be purchased shall not exceed 7,990,951 Ordinary shares (being 14.99% of the Company's issued ordinary share capital as at 4 October 2022 (being the latest practicable date prior to the date of this notice) excluding any Ordinary shares held in Treasury);
- (ii) the minimum price which may be paid for an Ordinary share shall be not less than the nominal amount of such Ordinary share at the time of purchase; and
- (iii) the maximum price (exclusive of expenses) which may be paid for an Ordinary share shall be the higher of (a) 5% above the average of the middle market prices of the Ordinary shares according to the Daily Official List of the London Stock Exchange for the five business days immediately before the date on which the Company agrees to buy the Ordinary shares, and (b) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out.

This authority shall continue for the period ending on the earlier of: (i) the date on which the maximum number of Ordinary shares authorised to be purchased pursuant to this resolution 12 have been purchased by the Company; (ii) the date of the next Annual General Meeting of the Company after the passing of this resolution; and (iii) 9 February 2024 provided that if the Company has agreed, before this authority expires, to purchase Ordinary shares where the purchase will or may be executed after this authority expires (whether wholly or in part), the Company may complete such purchase as if this authority has not expired.

Carla Desua

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Secretary

BEHALF OF JUNIPER

PARTNERS LTD