

**Company Number: 05448627**

**THE COMPANIES ACT 2006  
PUBLIC LIMITED COMPANY  
STRATEGIC EQUITY CAPITAL PLC  
SPECIAL RESOLUTIONS  
(Passed on 12 November 2025)**

At the Annual General Meeting of Strategic Equity Capital plc (the "Company"), duly convened and held at the offices of Panmure Liberum LLP, Ropemaker Place, 25 Ropemaker Street, London, EC2Y 9LY Wednesday 12 November 2025 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 £431,988 (equivalent to 10% of the Company's issued Ordinary share capital of 43,198,800 Ordinary 10p shares at 14 October 2025), 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 12 February 2027 (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 £431,988 (equivalent to 10% of the Company's issued Ordinary share capital of 43,198,800 Ordinary 10p shares at 14 October 2025), 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 12 February 2027, 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 generally and unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its Ordinary shares provided that:

- (i) the maximum number of Ordinary shares hereby authorised to be purchased shall not exceed 6,475,500 Ordinary shares (being 14.99% of the Company's issued ordinary share capital as at 14 October 2025 (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 (exclusive of expenses) 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.

*Carol Desvoc*

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*FOR AND ON* *Secretary*  
*BEHALF OF JUNIPER*  
*PARTNERS LTD*