

**Companies Act 2006
Company Limited by Shares**

STHREE PLC
("the Company")

At the Annual General Meeting of STthree plc, held on **25 April 2024** at 10.00am, the following Resolutions were duly passed:

Resolution 13

THAT, pursuant to section 551 of the Companies Act 2006, the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £449,575.00 provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 24 July 2025 (whichever is the earlier), save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the Directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired.

This authority is in substitution for all existing authorities under section 551 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

SPECIAL RESOLUTIONS

Resolution 14

THAT a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Resolution 15

THAT, if Resolution 13 is passed, in substitution for all subsisting authorities, the Directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash pursuant to the authority granted by resolution 13 and/or to sell ordinary shares of the Company held as treasury shares for cash, in each case as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such power shall be limited to:

15.1 the allotment of equity securities or sale of treasury shares for cash in connection with an offer or issue of, or invitation to apply for, equity securities:

15.1.1 to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings; and

15.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient

in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

15.2 to the allotment of equity shares or sale of treasury shares (otherwise than under paragraph 15.1 above) up to a nominal amount of £67,436.

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at close of business on 24 July 2025, 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 treasury

shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 16

THAT the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases, as defined in Section 693 of that Act, of ordinary shares of 1p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 13,487,250;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 1p;
- (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations of an ordinary share in the Company, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding 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 for an ordinary share on the trading venue where the purchase is carried out; and
- (d) this authority shall, unless previously varied, revoked or renewed, expire on 24 July 2025 or, if earlier, at the conclusion of the Company's Annual General Meeting in 2025, save that the Company shall be entitled under such authority to make at any time before such expiry any contract to purchase its own shares which will or might be executed wholly or partly after such expiry.