

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
COPY RESOLUTIONS OF
SCS GROUP PLC
(the "Company")

Passed the 1st day of December 2023

At the Annual General Meeting of the Company, duly convened and held at 2:00 p.m. on 1 December 2023 at the offices of Ward Hadaway LLP at Sandgate House, 102 Quayside, Newcastle upon Tyne, NE1 3DX the following Resolutions were duly passed as Ordinary and Special Resolutions of the Company as indicated below:-

ORDINARY RESOLUTION

16. That, pursuant to section 551 of the Act, the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot:
- 16.1. Relevant Securities up to an aggregate nominal amount of £11,318.22, being approximately one-third of the aggregate value of the issued ordinary share capital of the Company (excluding treasury shares) as at 25 October 2023, being the latest practicable date prior to the publication of this document; and
 - 16.2. Relevant Securities comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £11,318.22, being approximately one-third of the aggregate value of the issued ordinary share capital of the Company (excluding treasury shares) as at 25 October 2023, being the latest practicable date prior to the publication of this document, in connection with an offer by way of a rights issue:
 - 16.2.1. to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - 16.2.2. 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, provided that (unless previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or at the close of business on the date which is fifteen months after the date of this Annual General Meeting (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the Directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, 'Relevant Securities' means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right. These authorities are in addition to all existing authorities under section 551 of the Act.

SPECIAL RESOLUTIONS

18. That, if resolution 16 is passed, the Board be authorised to allot equity securities (as defined in the 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 Act not apply to any such allotment or sale, such authority to be limited:
 - 18.1. to the allotment of equity securities and sale of treasury shares in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by paragraph 16.2 of resolution 16, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue):
 - 18.1.1. to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - 18.1.2. 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

18.2. in the case of the authority granted by paragraph 16.2 of resolution 16 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 18.1 above) up to a nominal amount of £3,395.47; and

18.3. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 18.1 or paragraph 18.2 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 18.2 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on the date which is fifteen months after the date of this Annual General Meeting) 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

All previous unutilised authorities under Sections 570 and 573 of the Act shall cease to have effect (save to the extent that they are exercisable by reason of any offer or agreement made prior to the date of this new resolution which would or might require shares to be allotted on or after that date).

19. That if resolution 16 is passed, the Board be authorised in addition to any authority granted under resolution 18 to allot equity securities (as defined in the 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 Act did not apply to any such allotment or sale, such authority to be:

19.1. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3,395.47, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified 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

- 19.2. limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 19.1 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 19.1 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on the date which is fifteen months after the date of this Annual General Meeting) 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Other than in respect of authorities granted pursuant to resolution 18, all previous unutilised authorities under Sections 570 and 573 of the Act shall cease to have effect (save to the extent that they are exercisable by reason of any offer or agreement made prior to the date of this new resolution which would or might require shares to be allotted on or after that date).

20. That the Company be and is generally and unconditionally authorised, pursuant to section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares, subject to the following conditions:

20.1. the maximum aggregate number of ordinary shares authorised to be purchased is 3,395,467 representing approximately 10 per cent of the Company's issued ordinary share capital as at 25 October 2023, being the latest practicable date prior to the publication of this document;

20.2. the minimum price (excluding expenses) which may be paid for each ordinary share is 0.1 pence (being the nominal value of an ordinary share);

20.3. the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:

20.3.1. 105 per cent of the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and

20.3.2. an amount equal to the higher of the price of the last independent trade of a share and the highest current independent bid for a

share as derived from the London Stock Exchange Trading System, and

this authority shall (unless previously revoked, varied or renewed) expire at the end of the next Annual General Meeting of the Company or at the close of business on the date which is fifteen months after the date of this Annual General Meeting (whichever is the earlier), so that the Company may, before the expiry of the authority, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority (save that in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry, where the Company may make a purchase of ordinary shares in pursuance of any such contract or contracts).



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Director

Dated: 5 December 2023

Registered Office:
45-49 Villiers Street
Sunderland
SR1 1HA