

**The Companies Act 2006**  
**A PUBLIC COMPANY LIMITED BY SHARES**  
**SPECIAL BUSINESS RESOLUTIONS**  
**of**  
**AUGMENTUM FINTECH PLC**  
**(the "Company")**

Passed 19 September 2024

**At the Annual General Meeting of Augmentum Fintech plc held at the offices of Augmentum Fintech Management Limited, 5<sup>th</sup> floor, 4 Chiswell Street, London EC1Y 4UP on 19 September 2024 at 11.00 a.m. the following resolutions were passed on a poll, in the case of resolutions 1 to 9 as ordinary resolutions and in the case of resolutions 10 to 12 as special resolutions:**

1. That the Annual Report and Financial Statements for the year ended 31 March 2024 be received.
2. That Karen Brade be re-elected as a Director.
3. That David Haysey be re-elected as a Director.
4. That Conny Dorrestjin be re-elected as a Director.
5. That Sir William Russell be re-elected as a Director.
6. That the Directors' Remuneration Report for the year ended 31 March 2024 be approved.
7. That BDO LLP be re-reappointed as Auditor to hold office from the conclusion of the meeting to the conclusion of the next Annual General Meeting at which financial statements are laid.
8. That the Audit Committee be authorised to determine BDO LLP's remuneration.

**Resolution 9 - Authority to Issue Shares**

THAT, in substitution for the existing authority, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of section 551 of the Act) up to a maximum aggregate nominal amount of £335,943.94, representing 33,594,394 ordinary shares of 1 penny each, (being 20% of the issued share capital of the Company, excluding shares held in treasury, at the date of this Annual General Meeting), at a price of at least the prevailing net asset value per ordinary share after performance fee, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2025 or 15 months from the date of passing this resolution, whichever is the earlier, unless previously revoked, varied or renewed by the Company in general meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

**Resolution 10 - Disapplication of Pre-emption Rights**

THAT, in substitution for the existing authority, the Directors be and are hereby generally 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 on them by

resolution 9 set out in the notice convening this Annual General Meeting or otherwise as if section 561(1) of the Act did not apply to any such allotment and to sell relevant shares (within the meaning of section 560 of the Act, which includes the sale of relevant shares which, immediately before the sale, were held by the Company as treasury shares) for cash as if section 561(1) of the Act did not apply to any such sale, provided that this power shall be limited to the allotment of equity securities pursuant to:

- an offer of equity securities open for acceptance for a period fixed by the Directors where the equity securities respectively attributable to the interests of holders of ordinary shares of 1 penny each in the Company ("Shares") are proportionate (as nearly as may be) to the respective numbers of Shares held by them but subject to such exclusions or other arrangements in connection with the issue as the Directors may consider necessary, appropriate, or expedient to deal with equity securities representing fractional entitlements or to deal with legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange, or any other matter whatsoever;
- (otherwise than pursuant to the paragraph above) an offer or offers of equity securities of up to an aggregate nominal value of £335,943.94 (representing 20% of the issued share capital of the Company, excluding Shares held in treasury, at the date of this Annual General Meeting); and
- Shares shall only be issued or sold from treasury pursuant to this power at a price of at least the prevailing net asset value per ordinary share after performance fee.

This authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or 15 months from the date of passing this resolution, whichever is the earlier, unless previously revoked, varied or renewed by the Company in general meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired.

#### **Resolution 11 - Authority to Repurchase Ordinary Shares**

THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 1 penny each in the capital of the Company ("Shares") (either for cancellation or to be held, sold or otherwise dealt with as Treasury Shares in accordance with the Act) provided that:

- the maximum aggregate number of Shares authorised to be purchased is 25,178,998, representing approximately 14.99% of the issued share capital of the Company, excluding Shares held in treasury, at the date of this Annual General Meeting;
- the minimum price (exclusive of expenses) which may be paid for a Share is 1 penny;
- the maximum price (exclusive of expenses) which may be paid for a Share is an amount equal to the greater of (i) 105% of the average of the middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which that Share is purchased and (ii) the higher of the price of the last independent trade in shares and the highest then current independent bid for shares on the London Stock Exchange;
- the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2025 or, if earlier, on the expiry of 15 months from the date of the passing of this resolution unless such authority is renewed prior to such time; and
- the Company may make a contract to purchase Shares under this authority before the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority, and may make a purchase of Shares in pursuance of any such contract.

**Resolution 12 - General Meetings**

THAT the Directors be authorised to call general meetings (other than the Annual General Meeting of the Company) on not less than 14 clear days' notice, such authority to expire at the conclusion of the next Annual General Meeting of the Company or if earlier, on the expiry 15 months from the date of the passing of the resolution.

Certified as a true copy



Paul Griggs  
For and on behalf of  
**Frostrow Capital LLP**  
**Corporate Company Secretary**