

No. 13141124

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

AUCTION TECHNOLOGY GROUP PLC ("COMPANY")

(Passed 20 August 2021)

At a General Meeting of the above-named Company, duly convened at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL and held on 20 August 2021 at 09:00 a.m., the following resolutions were passed as Ordinary Resolutions:

Approval of the Acquisition

1. That, subject to and conditional on the passing of the resolution numbered 2 in the notice convening this meeting, the proposed acquisition by ATG Media US, Inc. (an indirect subsidiary of the Company) all of the outstanding equity securities of Platinum Parent, Inc. (the "**Acquisition**") substantially on the terms and subject to the conditions contained in the acquisition agreement dated 17 June 2021 and made between the Company, ATG Media US, Inc. (an indirect subsidiary of the Company), Platinum Parent, Inc., a Delaware corporation, Cove Hill Partners, L.P. and its affiliated funds ("**Cove Hill Partners**"), certain individual stockholders of Platinum Parent, Inc. (together with Cove Hill Partners, the "**Sellers**"), and CHP Representative, LLC solely in its capacity of Sellers' representative as described in Part VII of the document containing the notice convening this meeting (the "**Acquisition Agreement**"), and all other agreements and ancillary arrangements contemplated by the Acquisition Agreement be and are hereby authorised and that the directors of the Company (the "**Directors**") (or any duly constituted committee of the Directors) be and are hereby authorised to take all such steps, and to execute all documents and deeds, as they may consider necessary, expedient or desirable in relation thereto and to carry the same into effect with such modifications, variations, revisions or amendments (provided such modifications, variations or amendments are not of a material nature) as they shall deem necessary, expedient or desirable.

Reverse Termination Fee

2. That, subject to and conditional upon the passing of the resolution numbered 1 in the notice convening this meeting, the Reverse Termination Fee (as defined in the document containing the notice convening this meeting) be and is hereby approved on the terms set out in the Acquisition Agreement.

DocuSigned by:

Marie Edwards

3D29200B32FE4841.....

Marie Edwards, Company Secretary