

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
Auction Technology Group plc
(Passed on 26 January 2023)

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at the offices of Travers Smith LLP at 10 Snow Hill, London EC1A 2AL on 26 January 2022 at 2:00pm, the following resolutions were passed as ordinary and special resolutions.

Ordinary resolution

Resolution 14 – Directors’ Authority to Allot Shares

That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to a nominal amount of £4,019.97; and
- (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £4,019.97 in connection with an offer by way of a rights issue to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

The authorities conferred on the Directors to allot securities under paragraphs (a) and (b) will expire at the conclusion of the annual general meeting of the Company to be held in 2024 or at the close of business on 26 April 2024, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before these authorities expire, make an offer or enter into an agreement which would or might require such securities to be allotted after such expiry and the Directors may allot such securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

Resolution 15 – Disapplication of Pre-emption Rights (General)

That, subject to the passing of Resolution 14, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the “Act”) for cash under the authority given by Resolution 14 and/or 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, provided that such power be limited to:

(a) the allotment of equity securities or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 14 above, by way of a rights issue only) to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

(b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £1,205.99; and

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

such authorities to expire at the conclusion of the annual general meeting of the Company to be held in 2024 or at the close of business on 26 April 2024, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before these authorities expire, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

Resolution 16 – Disapplication of Pre-emption Rights (Acquisition or Capital Investment)

That, subject to the passing of Resolution 14, the Directors be authorized, in addition to any authority granted under Resolution 15, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 14 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, provided that such power be:

(a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of

£1,205.99; and used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other 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

(b) limited to the allotment of equity securities or sale of treasury shares (otherwise done under paragraph (a) above) up to a nominal amount up to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purpose of making a follow-on offer which the Directors determine 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 conclusion of the annual general meeting of the Company to be held in 2024 or at the close of business on 26 April 2024, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before this authority expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

Resolution 17 – Purchase of own Shares

That the Company be and is hereby unconditionally and generally authorised for the purpose of section 701 of the Companies Act 2006 (the “Act”) to make market purchases (as defined in section 693 of the Act) of ordinary shares of 0.01 pence each in the capital of the Company (“ordinary shares”) on such terms and in such manner as the Directors may determine provided that:

(a) the maximum number of ordinary shares which may be purchased is 12,059,932;

(b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is its nominal value;

(c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not be more than the higher of: (i) an amount equal to 105 per cent. of the average middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);

(d) this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2024 or at the close of business on 26 April 2024, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting); and

(e) the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.

Resolution 18 – Notice period for general meetings, other than an annual general meeting

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.



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Company Secretary