

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
of
ALFA FINANCIAL SOFTWARE HOLDINGS PLC

PASSED ON 10 MAY 2021

At the Annual General Meeting of Alfa Financial Software Holdings PLC (the "Company") duly convened and held on 10 May 2021, the following resolutions were passed with the requisite majority:

ORDINARY RESOLUTION

Resolution 17. – Directors' authority to allot shares

To generally and unconditionally authorise the Directors pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company:

- a. up to an aggregate nominal amount of £100,000; and
- b. comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £100,000 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 (but without prejudice to any allotment of shares or grant of rights pursuant to which an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made) and to expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next AGM or at 6.00pm on 30 June 2022, whichever is the earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period 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 the authority ends and the Directors may allot shares and grant rights in pursuant of that offer or agreement as if this authority had not expired.

For the purposes of this Resolution, "rights issue" means an offer to:

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

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

SPECIAL RESOLUTIONS

Resolution 18. – Disapplication of pre-emption rights

That if Resolution 17 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) 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 Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- a. to allotments for rights issues and other pre-emptive issues; and
- b. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £15,000:

such authority to expire at the end of the next AGM of the Company or, if earlier, at 6.00pm on 30 June 2022 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.

Resolution 19. – Disapplication of pre-emption rights in connection with an acquisition or specified capital investment

That if Resolution 18 is passed, the Board be authorised in addition to any authority granted under Resolution 17 to allot equity securities (as defined in the Companies Act 2006) 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 Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £15,000; and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines 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,

such authority to expire at the end of the next AGM of the Company or, if earlier, at 6:00pm on 30 June 2022 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.

Resolution 20. – Authority to purchase own ordinary shares.

To unconditionally and generally authorise the Company for the purpose of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of ordinary shares of £0.001 each in the capital of the Company provided that:

- a. the maximum number of ordinary shares which may be purchased is 30,000,000;

- b. the minimum price which may be paid for each share is £0.001;
- c. the maximum price which may be paid for a ordinary share is an amount equal to the higher of (i) 105 per cent. of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be 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;
- d. this authority shall expire at the conclusion of the Company's next AGM or, if earlier, at 6.00pm on 30 June 2022 (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time in each case exclusive of expenses and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not expired.

Resolution 21. – Notice of general meetings

To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.

By order of the Board



Charlotte Caulfield
Company Secretary
10 May 2021

Alfa Financial Software Holdings PLC
Registered office: Moor Place, One Fore Street Avenue. London, EC2Y 9DT