

**The Companies Act 2006**

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**Company Limited by Shares**

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**ORDINARY AND SPECIAL RESOLUTIONS**

**of**

**AMIGO HOLDINGS PLC**

**(the “Company”)**

**(Passed on 29 September 2020)**

At a general meeting of the Company duly convened and held at Nova, 118-128 Commercial Road, Bournemouth, England, BH2 5LT at 10.30 a.m. on Tuesday 29 September 2020, resolutions 10, 11 and 13 were each duly passed as ordinary resolutions and resolutions 14 to 17 were each duly passed as special resolutions:

10. That the Directors be and are hereby generally and unconditionally authorised for the purposes of Article 95.2 of the Articles of Association of the Company to incur and permit subsidiaries of the Company to incur and have outstanding borrowings (including any refinancing of such borrowings) up to a sum equal to seven times the aggregate of (a) the amount paid up on the issued share capital of the Company; and (ii) the total of the capital and revenue reserves of the Company and its subsidiary undertakings (the “**Group**”) as shown in the latest audited consolidated statement of financial position of the Group adjusted as appropriate pursuant to Article 95.1(i) to (v).
11. That any and all monies borrowed, or any other actions contemplated by Article 95 of the Company’s Articles of Association (the “**Articles**”) undertaken by the Company and/or any of its subsidiaries prior to the passing of resolution 10 in excess of the limitations contained in Article 95.2 of the Articles, be and are hereby ratified, and that each current and former Director be released from any liability to the Company, and the Company waives all claims in respect of any such matters having been done or allowed to subsist in breach of Article 95.2.
13. That the Directors be generally and unconditionally authorised, for the purposes of section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
  - (a) up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Companies Act 2006) of £396,111 (such amount to be reduced by the nominal amount allotted or granted under resolution 13(b) below in excess of such sum); and
  - (b) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Companies Act 2006) of £792,222 (such amount to be reduced by any allotments or grants made under resolution 13(a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the

Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 28 December 2021), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

14. That, subject to the passing of resolution 13 above, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 to:

- (a) allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorisation conferred by that resolution; and
- (b) sell ordinary shares (as defined in section 560(1) of the Companies Act 2006) 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, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 13(b) above, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- (ii) in the case of the authorisation granted under resolution 13(a) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution 14, up to an aggregate nominal amount of £59,416,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 28 December 2021), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares, in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

15. That, subject to the passing of resolutions 13 and 14 above, and in addition to the power given by resolution 14, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 to:

- (a) allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorisation conferred by resolution 13; and
- (b) sell ordinary shares (as defined in section 560(1) of the Companies Act 2006) 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, provided that this power shall be:

- (i) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £59,416; and Notice of Annual General Meeting 2020 continued Notice of Annual General Meeting Amigo Holdings PLC
- (ii) 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 Directors have determined 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, or for any other purposes as the Company in general meeting may at any time by special resolution determine,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 28 December 2021), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares, in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

16. That the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of any of its ordinary shares of 0.25p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine and, where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, *provided that*:
- (a) the maximum number of ordinary shares which may be purchased is 47,533,376;
  - (b) the minimum price that may be paid for each ordinary share is 0.25p which amount shall be exclusive of expenses, if any;
  - (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of:
    - (i) 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and
    - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
  - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting in 2021 or at the close of business on 28 December 2021, whichever is the earlier; and
  - (e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.
17. That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

Certified to be a true extract

Roger Bennett  
Company Secretary  
29 September 2020