

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ALPHAWAVE IP GROUP PLC
(the "Company")
(Registered in England & Wales no 13073661)

At the Annual General Meeting of the Company held on 6 June 2022 at the offices of Linklaters LLP, One Silk St, London EC2Y 8HQ, resolutions 17 and 21 were both passed as Ordinary resolutions and resolutions 18, 19, 20, and 22 were each passed as Special resolutions.

RESOLUTION 17 – DIRECTORS' GENERAL 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 or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £2,231,470; and
- (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £2,231,470 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 Act and to expire at the conclusion of the next annual general meeting of the Company or on 30 June 2023, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements 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 given by this resolution has expired.

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

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to people who are 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 instrument) 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, expedient or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

RESOLUTION 18 – GENERAL AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

That, subject to the passing of Resolution 17 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash:

- (a) pursuant to the authority given by paragraph (a) of Resolution 17 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act, in each case:

- (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £334,720; and
- (b) pursuant to the authority given by paragraph (b) of Resolution 17 above in connection with a pre-emptive rights issue,

as if Section 561(1) of the Act did not apply to any such allotment; such authority to expire at the end of the next annual general meeting of the Company, or on 30 June 2023, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted after the authority given by this resolution has expired, and the Directors may allot equity securities under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution:

- (a) “rights issue” has the same meaning as in Resolution 17 above;
- (b) “pre-emptive offer” means an offer of equity securities open for acceptance for a period fixed by the Directors to: (i) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings; and (ii) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, 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;
- (c) references to an allotment of equity securities shall include a sale of treasury shares; and
- (d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

RESOLUTION 19 – ADDITIONAL AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS FOR PURPOSES OF ACQUISITIONS OR CAPITAL INVESTMENTS

That, subject to the passing of Resolution 17 above and in addition to any authority granted under Resolution 18 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority granted by Resolution 17 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act as if Section 561(1) of the Act did not apply to any such allotment, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £334,720; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months of 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 of AGM,

such authority to expire at the end of the next annual general meeting of the Company, or on 30 June 2023, whichever is earlier, but so that the Company may, before such expiry, 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 given by this resolution has expired, and the Directors

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 SHARES

That, subject to the passing of Resolution 21, the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares which may be purchased is 66,944,130;
- (b) the minimum price which may be paid for each ordinary share is £0.01; and
- (c) the maximum price, exclusive of expenses, which may be paid for any such ordinary share is an amount equal to the higher of: (i) 105 per cent of the average of the closing price for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List 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 and the highest current independent bid for an ordinary share of the Company as stipulated by Regulatory Technical Standards as referred to in Article 5(6) of the Market Abuse Regulation (as it forms part of UK law),

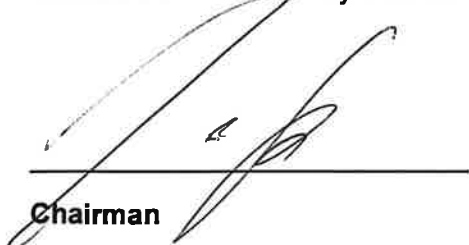
such authority to expire at the end of the next annual general meeting of the Company, or on 30 June 2023, whichever is earlier, but so that the Company may, before such expiry, contract to purchase ordinary shares under this authority and make a purchase of ordinary shares in pursuance of any such contract as if the authority had not expired.

RESOLUTION 21 – APPROVAL OF RULE 9 WAIVER

That the waiver granted by the Panel on Takeovers and Mergers of any obligation which might otherwise fall on the Founder Concert Party, to make an offer to the shareholders of the Company pursuant to Rule 9 of the City Code on Takeovers and Mergers following any increase in its shareholding from approximately 46.70 per cent. to a maximum of 51.89 per cent. of the Company's share capital as a result of market purchases of ordinary shares by the Company pursuant to the authority granted under Resolution 20, be and is hereby approved.

RESOLUTION 22 – NOTICE PERIOD FOR GENERAL MEETINGS OTHER THAN ANNUAL GENERAL MEETINGS

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


Chairman